



GSH CORPORATION LIMITED
1st Quarter Financial Statement for the Period Ended 31/03/2014

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

RESULTS OF OUR GROUP

1(a) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

	GROUP				Increase / (Decrease) %
	2014		2013		
	2014	2014	2013	2013	
	Unaudited US\$'000	Unaudited S\$'000 [^]	Unaudited US\$'000	Unaudited S\$'000 [^]	
Revenue	19,296	24,269	24,400	30,688	(20.9%)
Cost of sales	(18,474)	(23,235)	(23,491)	(29,545)	(21.4%)
Distribution and selling income/(expenses), net	156	196	(24)	(30)	Nm ⁺
Gross profit after distribution and selling income	978	1,230	885	1,113	10.5%
<i>Gross margins</i>	5.1%	5.1%	3.6%	3.6%	
Administrative expenses	(1,851)	(2,328)	(1,878)	(2,362)	(1.4%)
Loss from operations, net	(873)	(1,098)	(993)	(1,249)	(12.1%)
Other income	47	59	29	36	62.1%
Amortisation and depreciation	(49)	(62)	(81)	(102)	(39.5%)
Exchange loss	(904)	(1,137)	(174)	(219)	419.5%
Finance expenses	(180)	(226)	(1)	(1)	Nm ⁺
Finance income	547	688	24	30	Nm ⁺
Negative goodwill arising from acquisition	52,388	65,888	0	0	Nm ⁺
Profit / (loss) before tax	50,976	64,113	(1,196)	(1,504)	Nm⁺
Tax	(2)	(3)	0	0	Nm ⁺
Profit / (loss) after tax	50,974	64,110	(1,196)	(1,504)	Nm⁺
Other comprehensive income					
Foreign currency translation representing other comprehensive income for the period, net	(3)	(4)	(1)	(1)	200.0%
Total comprehensive income attributable to owners of the parent	50,971	64,106	(1,197)	(1,505)	

Nm⁺ - Not meaningful

[^] - for illustrative purpose, S\$ equivalent converted at 1.2577

Notes to the income statement:

1 a(i) The following items have been included in arriving at loss before tax:

	GROUP			
	2014		1st Quarter Ended 31 March	
	Unaudited	Unaudited	Unaudited	Unaudited
	US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]
Personnel expenses ¹	1,016	1,278	914	1,150
Operating lease expenses	314	395	308	387
Real Estate Division related expenses	378	475	228	287
Gain on disposal of property, plant & equipment	-	-	(15)	(19)
Non-executive directors' fees	42	53	53	67
Executive directors' remuneration ¹	209	263	186	234
Exchange loss ²	(904)	(1,137)	(174)	(219)
Depreciation of property, plant & equipment	49	62	81	102
Negative goodwill arising from acquisition ³	(52,388)	(65,888)	-	-

Commentary:

¹ Personnel expenses includes executive directors' remuneration of US\$209,000 (S\$263,359) [1Q 2013: US\$186,000 (S\$233,506)] as shown above.

² The Exchange loss consists of:

- (a) US\$2,453,000 exchange loss arising from the hedging of the Group's acquisition of the Sutera Harbour Resort Group
- (b) US\$1,549,000 exchange gain arising from the ordinary course of business of the Group.

³ The Group paid approximately US\$75.9m (S\$95.5m) to acquire 77.5% of the Sutera Harbour Resort Group with a net asset of US\$165.5m (S\$208.1m)

This acquisition was completed on 26 March 2014. Arising therefrom:

- (a) As the completion date was only five days before the closing date of Q1 2014, the Group decided to consolidate the Sutera Harbour Resort Group's financials as at 31 March 2014, for this report. The financial impact on the Income statement from 26 March to 31 March 2014 was not considered material to the Group.
- (b) A non-recurring negative goodwill of US\$52.4m was recognised and this was reflected in the Income Statement.

The fair value of the identifiable assets and liabilities of the Sutera Harbour Resort Group have not been audited or reviewed by the Company's auditors and is subjected to review from auditors.

[^] - for illustrative purpose, S\$ equivalent converted at 1.2577

1(b)(i) A balance sheet (for the company and group), together with a comparative statement as at the end of the immediately preceding financial year.

FINANCIAL POSITION OF OUR GROUP

	GROUP				COMPANY			
	Unaudited		Audited		Unaudited		Audited	
	Mar 2014		Dec 2013		Mar 2014		Dec 2013	
	US\$'000	S\$'000^	US\$'000	S\$'000^	US\$'000	S\$'000^	US\$'000	S\$'000^
Non-Current Assets								
Investment in subsidiaries	-	-	-	-	148	186	148	186
Investment in associated company	6	8	6	8	-	-	-	-
Goodwill	3,851	4,843	-	-	-	-	-	-
Property, plant and equipment	358,799	451,262	4,011	5,045	-	-	-	-
Deferred tax assets	-	-	140	176	-	-	-	-
	<u>362,656</u>	<u>456,113</u>	<u>4,157</u>	<u>5,229</u>	<u>148</u>	<u>186</u>	<u>148</u>	<u>186</u>
Current Assets								
Investment securities	6	8	6	8	-	-	-	-
Development land	135,032	169,830	-	-	-	-	-	-
Inventories	8,270	10,402	6,337	7,970	-	-	-	-
Trade receivables	6,621	8,327	5,422	6,819	12	15	-	-
Other receivables, deposits and prepayments	11,795	14,835	31,168	39,200	2,209	2,778	2,053	2,582
Due from subsidiaries (trade)	-	-	-	-	15,005	18,872	12,260	15,419
Due from subsidiaries (non-trade)	-	-	-	-	191,812	241,242	192,067	241,563
Due from related parties	886	1,114	-	-	-	-	-	-
Fixed deposits	225,476	283,581	368,950	464,028	205,476	258,427	200,027	251,574
Cash and bank balances	4,845	6,094	2,338	2,941	387	487	139	175
	<u>392,931</u>	<u>494,190</u>	<u>414,221</u>	<u>520,966</u>	<u>414,901</u>	<u>521,821</u>	<u>406,546</u>	<u>511,313</u>
Current Liabilities								
Trade payables	7,035	8,847	321	404	-	-	-	-
Bills payable	1,522	1,914	2,216	2,787	-	-	-	-
Loans and borrowings	208,670	262,444	162,100	203,873	170,000	213,809	162,100	203,873
Other payables and accruals	12,915	16,243	2,141	2,693	902	1,134	773	972
Due to subsidiaries (non-trade)	-	-	-	-	3,602	4,530	3,645	4,584
Due to related parties	93,757	117,918	-	-	-	-	-	-
Provision for taxation	134	169	134	169	-	-	-	-
Finance lease obligations	18	23	18	23	-	-	-	-
Derivatives financial liabilities	2,453	3,085	385	484	2,453	3,085	385	484
	<u>326,504</u>	<u>410,644</u>	<u>167,315</u>	<u>210,433</u>	<u>176,956</u>	<u>222,558</u>	<u>166,903</u>	<u>209,914</u>
Net Current Assets	<u>66,428</u>	<u>83,546</u>	<u>246,906</u>	<u>310,533</u>	<u>237,945</u>	<u>299,263</u>	<u>239,643</u>	<u>301,399</u>
Non-Current Liabilities								
Deferred tax liabilities	73,217	92,085	-	-	-	-	-	-
Redeemable preference shares	391	492	-	-	-	-	-	-
Finance lease obligations	18	23	22	28	-	-	-	-
	<u>73,626</u>	<u>92,599</u>	<u>22</u>	<u>28</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Assets	<u>355,459</u>	<u>447,060</u>	<u>251,041</u>	<u>315,734</u>	<u>238,093</u>	<u>299,449</u>	<u>239,791</u>	<u>301,585</u>
Equity attributable to equity holders of the Company								
Share capital	263,449	331,340	263,449	331,340	263,449	331,340	263,449	331,340
Reserves	38,565	48,503	(12,408)	(15,606)	(25,356)	(31,890)	(23,658)	(29,755)
Non-controlling interest	53,445	67,217	-	-	-	-	-	-
Total Equity	<u>355,459</u>	<u>447,060</u>	<u>251,041</u>	<u>315,734</u>	<u>238,093</u>	<u>299,450</u>	<u>239,791</u>	<u>301,585</u>

^ - for illustrative purpose, S\$ equivalent converted at 1.2577

1(b)(ii) Aggregate amount of group's borrowings and debt securities.**Amount repayable in one year or less, or on demand**

As at 31 Mar 2014				As at 31 December 2013			
Secured		Unsecured		Secured		Unsecured	
US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]
208,688	262,467	1,522	1,914	162,118	203,896	2,216	2,787

Amount repayable after one year

As at 31 Mar 2014				As at 31 December 2013			
Secured		Unsecured		Secured		Unsecured	
US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]
18	23	-	-	22	28	-	-

[^] - for illustrative purpose, S\$ equivalent converted at 1.2577

Details of any collateral

As at 31 March 2014, the Group's borrowings were secured by legal charges on certain of the Group's development land, pledge of fixed deposits of US\$204,827,000 (FY2013: US\$200,027,000) and motor vehicles with carrying amount of US\$30,000 (FY2013: US\$37,000)

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

GROUP CONSOLIDATED STATEMENT OF CASH FLOWS

	GROUP			
	2014		1st Quarter Ended 31 March	
	2014	2014	2013	2013
	Unaudited	Unaudited	Unaudited	Unaudited
	US\$'000	S\$'000 [^]	US\$'000	S\$'000 [^]
Cash flows from operating activities				
Profit/(loss) before tax	50,976	64,113	(1,196)	(1,504)
Adjustment for:				
Depreciation of property, plant & equipment	49	62	81	102
Gain on disposal of property, plant & equipment	-	-	(15)	(19)
Unrealised fair value loss on derivative financial liabilities	2,067	2,600	-	-
Negative goodwill arising from acquisition (Note 1)	(52,388)	(65,888)	-	-
Finance expense	180	226	1	1
Finance income	(547)	(688)	(24)	(30)
Operating profit/(loss) before working capital changes	337	424	(1,153)	(1,450)
Decrease/(increase) in:				
Inventories	(985)	(1,239)	(233)	(293)
Trade receivables	557	701	(224)	(282)
Other receivables, deposits and prepayments	19,051	23,960	(2,239)	(2,816)
Increase/(decrease) in:				
Trade payables	1,617	2,034	2,872	3,612
Other payable and accruals	(2,898)	(3,645)	964	1,212
Cash used in operations	17,679	22,235	(13)	(16)
Finance expense paid	(180)	(226)	(1)	(1)
Taxes paid	-	-	(2)	(3)
Exchange difference	(2)	(3)	(1)	(1)
Net cash flow generated from/(used in) operating activities	17,497	22,006	(17)	(21)
Cash flows from investing activities				
Issuance of cumulative redeemable preference shares on acquisition of subsidiaries	(79,730)	(100,276)	-	-
Net cash outflow on acquisition of subsidiaries (Note 1)	(88,638)	(111,480)	-	-
Purchase of property, plant and equipment	(44)	(55)	(68)	(86)
Proceeds from disposal of property, plant and equipment	1	1	15	19
Purchase of investment securities	-	-	(11)	(14)
Finance income	547	688	24	30
Net cash used in investing activities	(167,864)	(211,123)	(40)	(50)
Cash flows from financing activities				
Proceeds from loan	7,900	9,936	-	-
Proceeds from shares issuance	-	-	30,082	37,834
Increase in fixed deposits pledged	(4,800)	(6,037)	-	-
Repayment of finance lease obligations	(4)	(5)	(4)	(5)
Repayment of trust receipts	(694)	(873)	(1,293)	(1,626)
Net cash generated from financing activities	2,402	3,021	28,785	36,203
Net (decrease)/increase in cash and cash equivalents	(147,965)	(186,096)	28,728	36,131
Cash and cash equivalents at beginning of the period	173,218	217,856	11,533	14,505
Cash and cash equivalents at end of the period (Note A)	25,253	31,761	40,261	50,636
Note A: Cash and cash equivalents comprise:				
Fixed deposits	225,476	283,581	36,954	46,477
Cash on hand and at bank	4,845	6,094	3,548	4,462
	230,321	289,675	40,502	50,939
Less fixed deposits pledged	(205,068)	(257,914)	(241)	(303)
Cash and cash equivalents	25,253	31,761	40,261	50,636

[^] - for illustrative purpose, S\$ equivalent converted at 1.2577

Note 1

On 26 March 2014 ("the acquisition date"), the Group acquired the Sutera Harbour Resort Group and 2 plots of development land ("the Acquisition") in connection therewith.

The fair value of the identifiable assets and liabilities of the Acquisition at the acquisition date were:

	Unaudited Fair value recognised on acquisition US\$'000
Property, plant and equipment	354,795
Development properties	135,032
Inventories	948
Trade and other receivables	4,525
Cash and cash equivalents	964
	<hr/> 496,264
Trade and other creditors	(156,763)
Loans and borrowings	(38,670)
Deferred tax liabilities	(73,357)
Redeemable preference shares	(391)
	<hr/> (269,181)
Total identifiable net assets at fair value	227,083
Non-controlling interest measured at the non-controlling interest's proportionate share of the net assets	(53,445)
Negative goodwill arising from acquisition of Sutera Harbour Resort Group	(52,388)
Goodwill arising from acquisition of the 2 plots of development land	3,845
	<hr/> 125,095

Effect of the acquisition of the Acquisition on cash flows

Total consideration for the Acquisition	125,095
Less: Deferred cash settlement	(35,493)
Consideration settled in cash	89,602
Less: cash and cash equivalents of subsidiaries acquired	(964)
Net cash outflow on acquisition	<hr/> 88,638

1(d)(i) A statement (for the company and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Group (US\$'000)							Group (S\$'000) [^]						
	Share capital	Accumulated losses	Capital reserves	Asset revaluation reserves	Translation reserves	Minority Interest	Total	Share capital	Accumulated losses	Capital reserves	Asset revaluation reserves	Translation reserves	Minority Interest	Total
JAN TO DEC 2013														
As at 1 Jan 2013	38,776	(14,901)	601	2,397	(103)	-	26,770	48,769	(18,741)	756	3,015	(130)	-	33,669
Issuance of new shares	224,673	-	-	-	-	-	224,673	282,571	-	-	-	-	-	282,571
Net surplus on revaluation of leasehold building	-	-	-	773	-	-	773	-	-	-	972	-	-	972
Other comprehensive income for the year	-	-	-	-	(1)	-	(1)	-	-	-	-	(1)	-	(1)
Loss after tax	-	(1,174)	-	-	-	-	(1,174)	-	(1,477)	-	-	-	-	(1,477)
As at 31 December 2013	263,449	(16,075)	601	3,170	(104)	-	251,041	331,340	(20,218)	756	3,987	(131)	-	315,734
JAN TO MAR 2014														
As at 1 Jan 2014	263,449	(16,075)	601	3,170	(104)	-	251,041	331,340	(20,218)	756	3,987	(131)	-	315,734
Acquisition of subsidiaries	-	-	-	-	-	53,445	53,445	-	-	-	-	-	67,218	67,217
Other comprehensive income for the year	-	-	-	-	(3)	-	(3)	-	-	-	-	(4)	-	(4)
Profit after tax	-	50,976	-	-	-	-	50,976	-	64,113	-	-	-	-	64,113
As at 31 March 2014	263,449	34,901	601	3,170	(107)	53,445	355,459	331,340	43,895	756	3,987	(135)	67,218	447,060
	Company (US\$'000)							Company (S\$'000)[^]						
	Share capital	Accumulated losses	Capital reserves	Asset revaluation reserves	Translation reserves	Minority Interest	Total	Share capital	Accumulated losses	Capital reserves	Asset revaluation reserves	Translation reserves	Minority Interest	Total
JAN TO DEC 2013														
As at 1 Jan 2013	38,776	(24,067)	-	-	-	-	14,709	48,769	(30,269)	-	-	-	-	18,500
Issuance of new shares	224,673	-	-	-	-	-	224,673	282,571	-	-	-	-	-	282,571
Profit after tax	-	409	-	-	-	-	409	-	514	-	-	-	-	514
As at 31 December 2013	263,449	(23,658)	-	-	-	-	239,791	331,340	(29,755)	-	-	-	-	301,585
JAN TO MAR 2014														
As at 1 Jan 2014	263,449	(23,658)	-	-	-	-	239,791	331,340	(29,755)	-	-	-	-	301,585
Issuance of new shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loss after tax	-	(1,698)	-	-	-	-	(1,698)	-	(2,136)	-	-	-	-	(2,136)
As at 31 March 2014	263,449	(25,356)	-	-	-	-	238,093	331,340	(31,890)	-	-	-	-	299,450

[^] - for illustrative purpose, S\$ equivalent converted at 1.2577

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There were no changes to the Company's share capital since 31 Dec 2013.

Status on the use of proceeds raised from the issue of securities in the past two years

Date	Type of Securities Issued	Net Proceeds Raised (\$\$ 'million)	Intended Use		Proceeds Used (\$\$ 'million)
			Description	(\$\$ 'million)	
10-Jul-12	Issue of Subscription	13.8	Working Capital	5.8	5.8 *
7-Mar-13	Issue of Subscription	37.5	Property and Construction Businesses	292.3	223.4 **
3-Jun-13	Rights Issue	246.8			
		298.1		298.1	229.2

* - Proceeds was used entirely for the purchase of inventories

** - S\$4.2m was used as deposits for land purchase, S\$219.2m was used for the Sutera Harbour Resorts Group and Sutera Harbour land parcels acquisition/investment.

The proceeds which have been used were used for the intended purposes.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	<u>As at 31 March 2014</u>	<u>As at 31 December 2013</u>
Total Number of issued shares	9,885,180,250	9,885,180,250

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the Company's auditors. The Negative Goodwill as disclosed under clause 1(a) and goodwill that is recorded in the consolidated balance sheet as at 31 March 2014 are subjected to Purchase Price Allocation review from auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Expect for the disclosure in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period compared with the audited financial statements as at 31 December 2013.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The following are changes in accounting standards applicable and effective for the Group for the financial year beginning 1 January 2014.

1. Revised FRS 27 Separate Financial Statements
2. Revised FRS 28 Investments in Associates and Joint Ventures
3. FRS 110 Consolidated Financial Statements
4. FRS 111 Joint Arrangements
5. FRS 112 Disclosure of Interests in Other Entities
6. Amendments to FRS 32 Offsetting Financial Assets and Financial Liabilities
7. Amendments to FRS 36 Recoverable Amount Disclosures for Non-financial Assets
8. Amendments to FRS 39 Novation of Derivatives and Continuation of Hedge Accounting
9. INT FRS 121 Levies
10. Amendments to FRS 19 Defined Benefit Plans: Employee Contributions

The changes in accounting standards above have no significant impact on the Group.

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	GROUP			
	1Q2014		1Q2013	
Earnings/(loss) per ordinary share	(US\$ cents)	(S\$ cents)^	(US\$ cents)	(S\$ cents)^
- Basic - continuing operations *	0.52	0.65	(0.03)	(0.04)
- Diluted - continuing operations **	0.52	0.65	(0.03)	(0.04)

* The basic earnings per share for 1Q2014 and 1Q2013 were computed based on the share capital of 9,885,180,250 & 4,757,936,456 ordinary shares respectively.

** The diluted earnings per share for 1Q2014 and 1Q2013 were computed based on the weighted average share capital of 9,885,180,250 & 4,649,765,476 ordinary shares respectively.

^ - for illustrative purpose, S\$ equivalent converted at 1.2577

7. **Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the (a) current financial period reported on; and (b) immediately preceding financial year.**

	GROUP				COMPANY			
	31 Mar 2014		31 Dec 2013		31 Mar 2014		31 Dec 2013	
	(US\$ cents)	(S\$ cents) [^]	(US\$ cents)	(S\$ cents) [^]	(US\$ cents)	(S\$ cents) [^]	(US\$ cents)	(S\$ cents) [^]
Net asset value per ordinary share based on issued share capital as at the end of year reported on: *	3.06	3.85	2.54	3.19	2.41	3.03	2.43	3.06

* Net asset value per share had been computed based on share capital of 9,885,180,250 (FY2013: 9,885,180,250) ordinary shares as of 31 March 2014.

[^] - for illustrative purpose, S\$ equivalent converted at 1.2577

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

Profit and Loss

The Group's revenue decreased by 20.9%, from US\$24.4m (S\$30.7m) in 1Q2013, to US\$19.3m (S\$24.3m) in 1Q2014. However, gross margins increased from 3.6% to 5.1% and the gross profit increased by 10.5%, from US\$0.89m (S\$1.11m) in 1Q2013, to US\$0.98m (S\$1.23m) in 1Q2014.

The higher gross profit was due to better margin contribution from the Photo Imaging Business despite the reduction in revenue in the IT business.

The administrative expenses had remained flat, quarter on quarter.

Balance Sheet

The substantial increase of the Group's property, plant and equipment (PPE), development land and deferred tax liabilities, was due to the acquisition of the Sutera Harbour Resort Group and 2 plots of development land, as disclosed in Note 1 of the cash flow statement.

The amount due to related parties of US\$93.8m (S\$118m), consisted mainly of cumulative redeemable preference shares owing to TYJ Group Pte Ltd.

9. **Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

Not applicable.

10. **A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

The Distribution business is expected to continue to face stiff competition.

The Real Estate business is expected to start contributing in the current financial year.

The Hospitality business is expected to be income accretive to the Group.

11. Dividend

(a) Current Financial Period Reported On

Any dividend recommended for the current financial period reported on?

No.

(b) Corresponding Period of the Immediately Preceding Financial Year. Any dividend declared for the corresponding period of the immediately preceding financial year?

No.

(c) Date payable

Not applicable

(d) Books closure date

Not applicable

12. If no dividend have been declared/recommendeded, a statement to that effect.

Not applicable.

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.,

There was no IPT mandate obtained.

14. Negative Assurance Confirmation Under Rule 705(5) of the Listing Manual

We, Gilbert Ee Guan Hui and Kenneth Goi Kok Ming, being the two Executive Directors of GSH Corporation Limited, do hereby confirm on behalf of the directors of the Company that, to the best of their knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the 1Q2014 financial results to be false or misleading in any material respect.

BY ORDER OF THE BOARD

**Lee Ellen
Company Secretary
09 May 2014**