

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

APPLICATION FOR AN EXTENSION OF TIME FROM 30 APRIL 2023 TO 29 JUNE 2023 FOR THE COMPANY TO HOLD ITS ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

- APPROVAL-IN-PRINCIPLE FROM SGX-ST

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as defined in the Company's announcement dated 31 March 2023.

1. APPROVAL-IN-PRINCIPLE FROM SGX-ST

1.1 The Board wishes to announce that the SGX-ST has, on the date of this announcement, informed the Company that it has no objection to the Company's Extension Application (the “**Waiver**”), subject to the following conditions:

- (a) the Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Catalist Listing Rule 106 and if the Waiver's conditions have been satisfied. If the Waiver's conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met;
- (b) the Board of Directors' confirmation that the Waiver will not be in contravention of any laws and regulations governing the Company and its constitution (or the equivalent in the Company's country of incorporation); and
- (c) the Company convening its FY2022 AGM by 29 June 2023,

(collectively, the “**Waiver Conditions**” and each a “**Waiver Condition**”). The Waiver will not be valid if any of the Waiver Conditions have not been fulfilled.

1.2 In respect of the Waiver Condition in sub-paragraph (b) above, the Board confirms that the Waiver will not be in contravention of any laws and regulations governing the Company and its constitution. Notwithstanding the foregoing confirmation, the Company will make an immediate disclosure via SGXNet if it is/ will be in contravention of any laws and regulations governing the Company and/or its constitution arising from the Waiver.

1.3 The Board further confirms that the Company has complied with the Waiver Condition in sub-paragraph (a) above and will be convening its AGM in respect of FY2022 by 29 June 2023 in compliance with the Waiver Condition in sub-paragraph (c) above.

2. APPROVAL FROM ACRA

As announced by the Company on 14 April 2023, the Company had obtained approval from ACRA for an extension of time to (a) hold its AGM for FY2022 by 29 June 2023, and (b) file its annual return in respect of FY2022 by 30 July 2023 (the “**ACRA Approval**”).

3. RATIONALE FOR THE EXTENSION APPLICATION

- 3.1 As set out in the announcement dated 31 March 2023, the Company had submitted the Extension Application as the management has ascertained from discussions with the Company's auditors that the audit of the Group's FY2022 financial statements would not be completed in time for the AGM to be convened by 30 April 2023. This is because additional time will be required for Mr. Pang, the Executive Director and Chief Executive Officer of the Company, to travel to Shanghai, PRC to execute the necessary documents to be appointed as the authorised bank signatory of Wish Shanghai and obtain the relevant information and documents for the Company's auditors to complete the audit of the Group's FY2022 financial statements. In this regard, Mr. Pang is only expected to be able to travel to Shanghai, PRC, sometime on or around mid-April 2023 due to ongoing business matters of the Company and the processing time required for the relevant authorities in Shanghai to approve the visa application for Mr. Pang to travel to Shanghai, PRC.
- 3.2 Taking into consideration, among others, (a) the processing time required for the relevant bank(s) to (i) effect the change in the authorised bank signatory of Wish Shanghai, and (ii) provide the relevant information and documents, including bank confirmation(s), to the Group, and (b) additional time required for the auditors to review the foregoing information and documents, revise and finalise the Group's FY2022 financial statements, the Company expects that an extension of time is required for the Company's auditors to complete the audit of the Group's FY2022 financial statements.
- 3.3 In view of the foregoing, the Company had made the Extension Application to request for an extension of sixty (60) days to hold its AGM in respect of FY2022 by 29 June 2023.

4. INDICATIVE TIMETABLE

Pursuant to the receipt by the Company of the ACRA Approval and the Waiver, the indicative timeline to the convening of the Company's AGM for FY2022 is as follows:

Event	Indicative Date
Announcement of notice of AGM, proxy forms and annual report in respect of FY2022 via SGXNet	By 14 June 2023
AGM of the Company to be held	No later than 29 June 2023

5. FURTHER UPDATES

The Company will keep Shareholders updated on any developments in relation to the holding of its AGM for FY2022.

6. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully and to exercise caution when dealing in the securities of the Company. In the event of any doubt, shareholders of the Company should consult their stockbrokers, bank managers, solicitors, accountants and other professional advisers.

BY ORDER OF THE BOARD

Pang Pok
Chief Executive Officer and Executive Director
28 April 2023

*This announcement has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").*

This announcement has not been examined by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The details of the contact person for the Sponsor are:-

Name : Mr Jerry Chua (Registered Professional, Evolve Capital Advisory Private Limited)
Address :138 Robinson Road, Oxley Tower, #13-02, Singapore 068906
Tel : (65) 6241 6626
