

GSH CORPORATION LIMITED
(Company Registration No.: 200106139K)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING (“AGM”)

PLACE : 20 Cecil Street, #28-01 PLUS, Singapore 049705

DATE : 28 April 2023

TIME : 10.30 a.m.

PRESENT : Attendance List kept by Company Secretary.
(See Editorial Note below)

CHAIRMAN OF MEETING : Mr. Francis Lee Choon Hui (the “**Chairman**”)

SHAREHOLDERS AND PROXIES PARTICIPATION

[Editorial Note:

Pursuant to the submission of the instrument of Proxy for this AGM, shareholders have consented to the use of the member’s personal data, for the stated purposes, including compilation of attendance.

Notwithstanding this and in keeping with the spirit of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in these minutes.]

QUORUM

As a quorum was present, Mr. Francis Lee Choon Hui, who was appointed by the Board to chair the Meeting, declared the meeting (the “**Meeting**”) open at 10.30 a.m.

NOTICE

With the consent of the Meeting, the Notice convening the Meeting was taken as read.

INTRODUCTION

Chairman welcomed all present and introduced the Board and Officers to Shareholders, as well as professional service providers present.

Ms. Juliette Lee Hwee Khoon, Non-Executive Non-Independent Director of the Company, was unable to attend the Meeting and sent her apologies.

At Chairman’s invitation, Dr. Sam Goi Seng Hui (“**Dr. Goi**”), the Executive Chairman of the Board, updated the Meeting regarding the Group’s hotels and development projects in Kota Kinabalu, Kuala Lumpur, and Chongqing, China. With the resumption of quarantine free travels, particularly to/from China, it is expected to have a positive impact on the Group’s property and hospitality businesses in China and Malaysia. Dr. Goi is pleased to report that the hotel in Chongqing is nearing completion and expected to launch soon. Dr. Goi took the opportunity to express his gratitude to the shareholders and stakeholders for their continuous support.

Chairman thanked Dr. Goi for his opening remarks.

Mr. Goi Kok Ming (Wei Guoming), the Chief Operating Officer (“**COO**”) and Mr. Alex Ng, the Group Financial Controller (“**GFC**”) took the Meeting through a presentation of the Group’s residential/hotel project in Bishan, Chongqing; financial highlights for FY2022; and salient terms of the proposed share buy-back mandate.

Meeting Note: For further details, please refer to the Presentation slides which was released to Singapore Exchange Securities Trading Limited (“**SGX-ST**”) after the Meeting.

Chairman thanked COO and GFC for their presentation. The Meeting proceeded with the formal business of the meeting.

VOTING BY WAY OF POLL

Chairman informed the Meeting that voting on all resolutions to be tabled at the Meeting, would be carried out by way of poll. The poll papers were handed to the shareholders at the time of registration and the completed poll papers on all the resolutions would be handed over to the scrutineers, after the last agenda on the Notice of Meeting had been conducted. DrewCorp Services Pte Ltd ("**DrewCorp**") had been appointed as scrutineers for the poll. A representative from DrewCorp briefed the shareholders on the poll voting procedures.

APPOINTMENT OF CHAIRMAN AS PROXY

Chairman informed the Meeting that, in his capacity as Chairman of the Meeting, he had been appointed as proxy by certain shareholders of the Company who had directed him to vote on their behalf. As such, he would in that capacity, be voting on the resolutions to be tabled at the Meeting, in accordance with the expressed wishes of such shareholders.

ORDINARY BUSINESS:

1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

Resolution 1 was to receive the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2022, together with the Auditors' Report thereon.

Chairman proposed and a shareholder present duly seconded the following motion:

"That the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2022, together with the Auditors' Report thereon, be received and adopted."

Chairman then invited comments or questions from shareholders present. No questions were raised by the shareholders.

The shareholders were given time to complete their decision on the poll papers.

2. RE-ELECTION OF DIRECTORS – RESOLUTIONS 2 TO 3

Chairman notified the Meeting that Ms. Juliette Lee Hwee Khoon, who was retiring from office by rotation had decided not to offer herself for re-election. On behalf of the Board, the Chairman thanked Ms. Juliette Lee Hwee Khoon for her valuable contribution and service during her tenure as Non-Executive Non-Independent Director of the Company.

It was noted that the following Directors who were retiring pursuant to Article 91 of the Company's Constitution and were due for re-election, had signified their consent to continue in office: -

Mr. Goi Kok Ming (Wei Guoming); and
Mr. Wendell Wong Hin Pkin.

Resolution 2 was to re-elect Mr. Goi Kok Ming (Wei Guoming) as a Director of the Company. Upon re-election as a Director of the Company, he would remain as Chief Operating Officer of the Company.

Chairman proposed and a shareholder present duly seconded the motion to re-elect Mr. Goi Kok Ming (Wei Guoming) as a Director of the Company.

The shareholders were given time to complete their decision on the poll papers.

Resolution 3 was to re-elect Mr. Wendell Wong Hin Pkin as a Director of the Company. Upon re-election as a Director of the Company, he would remain as a member of the Remuneration Committee and would be considered independent.

Chairman proposed and a shareholder present duly seconded the motion to re-elect Mr. Wendell Wong Hin Pkin as a Director of the Company.

The shareholders were given time to complete their decision on the poll papers.

3. RE-ELECTION OF DIRECTOR – RESOLUTION 4

Mr. Ng Hin Lee, a Director who was retiring pursuant to Article 97 of the Company's Constitution had signified his consent to continue in office.

Resolution 4 was to re-elect Mr. Ng Hin Lee as a Director of the Company. Upon re-election as a Director of the Company, he would remain as a member of Audit and Risk Committee and would be considered independent.

Chairman proposed and a shareholder present duly seconded the motion to re-elect Mr. Ng Hin Lee as a Director of the Company.

The shareholders were given time to complete their decision on the poll papers.

4. DIRECTORS' FEES FOR FINANCIAL YEAR ENDING 31 DECEMBER 2023 – RESOLUTION 5

As Chairman was an interested party to Resolution 5, he invited Gilbert Ee Guan Hui the Chief Executive Officer (“CEO”) to conduct this motion.

The Board recommended the payment of Directors' fees amounting to S\$266,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears.

CEO called upon shareholders present to propose and second the following motion:

“That the payment of Directors' fees of S\$266,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears, be approved.”

The motion was duly proposed and seconded by present shareholders at the Meeting.

The shareholders were given time to complete their decision on the poll papers.

CEO then handed the Meeting back to the Chairman.

5. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

Resolution 6 was to re-appoint Baker Tilly TFW LLP as the Auditors of the Company. Baker Tilly TFW LLP had expressed their willingness for re-appointment as Auditors of the Company.

Chairman proposed and a shareholder present duly seconded the following motion:

“That Baker Tilly TFW LLP be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.”

The shareholders were given time to complete their decision on the poll papers.

SPECIAL BUSINESS:

6. AUTHORITY TO ISSUE SHARES – RESOLUTION 7

Resolution 7 was to authorise Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual.

Chairman proposed and a shareholder present duly seconded the following motion:

“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings), at the time this Resolution is passed, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (b) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

The shareholders were given time to complete their decision on the poll papers.

7. THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE – RESOLUTION 8

Resolution 8 was to approve the renewal of the Share Buy-Back mandate.

Chairman proposed and a shareholder present duly seconded the following motion:

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Companies Act**”) and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company (“**Directors**”) of all the powers of the Company to purchase or otherwise acquire issued and paid-up ordinary shares in the share capital of the Company (“**Shares**”) (excluding treasury shares), not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up, to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchases transacted through the trading system of SGX-ST (“**Market Purchase**”); and/or
 - (ii) off-market purchases otherwise than on the SGX-ST in accordance with an equal access scheme as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual (“**Off-Market Purchase**”);and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the SGX-ST Listing Manual; be and is hereby authorized and approved generally and unconditionally (the “Share Buy-back Mandate”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the discretion of the Directors, either be cancelled or, held as treasury shares and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company, in general meeting, the authority conferred on the Directors to purchase Shares pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the date of the next AGM of the Company or the date by which the next AGM is required by law to be held, whichever is earlier;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-back Mandate are carried out, to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buy-back Mandate is revoked or varied, by Shareholders in general meeting;

In this Resolution 8:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days (**“Market Day”**) being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchases are made, or as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase; and is deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made, or as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the Off-Market Purchase from the holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the Shares as determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors, must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,

“Prescribed Limit” means that number of issued Shares representing 10% of the total number of issued Shares, as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

- (d) the Directors and each of them be and is hereby authorized to do any and all such acts (including to execute all such documents as may be required, approve any amendments, alterations or modifications to any documents, and sign, file and/or submit any notices, forms and documents with or to the relevant authorities), as they and/or they may, in their absolute discretion deem necessary, desirable or expedient, to give effect to this Ordinary Resolution and the taking of any and all actions whatsoever, by any Director on behalf of the Company in connection with the proposed Share Buy-back Mandate, prior to the date of the AGM, be and are hereby approved, ratified and confirmed.”

The shareholders were given time to complete their decision on the poll papers.

8. VOTING BY POLL

Chairman then requested for shareholders and proxy holders present to complete, sign and submit their completed poll voting slips to DrewCorp for tabulation and verification of the results of the poll.

9. RESULTS OF THE POLL

After an interval of approximately 20 minutes, DrewCorp reported the poll results to the Chairman. Details of the polling results were as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage %	Number of Shares	Percentage %
Ordinary Business					
Ordinary Resolution 1 Adoption of the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2022 together with the Auditors' Report thereon.	1,272,371,846	1,272,371,846	100	0	0
Ordinary Resolution 2 Re-election of Mr. Goi Kok Ming (Wei Guoming) as a Director pursuant to Article 91.	1,272,371,846	1,272,355,446	100	16,400	0
Ordinary Resolution 3 Re-election of Mr. Wendell Wong Hin Pkin as a Director pursuant to Article 91.	1,272,371,846	1,272,371,846	100	0	0
Ordinary Resolution 4 Re-election of Mr. Ng Hin Lee as a Director pursuant to Article 97.	1,272,371,846	1,272,371,846	100	0	0
Ordinary Resolution 5 Approval of Directors' fees for the year ending 31 December 2023.	1,272,371,846	1,272,371,846	100	0	0
Ordinary Resolution 6 Re-appointment of Baker Tilly TFW LLP as the Auditors of the Company.	1,272,371,846	1,272,371,846	100	0	0
Special Business					
Ordinary Resolution 7 Authority for Directors to issue shares and instruments convertible into shares.	1,272,371,846	1,272,267,686	99.99	104,160	0.01

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage %	Number of Shares	Percentage %
Ordinary Resolution 8 Approval of the Renewal of the Share Buy-back Mandate.	1,272,371,846	1,272,371,846	100	0	0

Chairman accordingly announced to the Meeting that all eight Resolutions were carried.

A copy of the Scrutineers' Certificate issued by DrewCorp is annexed to these minutes as "**Appendix A**".

10. CONCLUSION

Before concluding the Meeting, Chairman informed that Ms. Huang Lui and himself would step down from the Board at the conclusion of the Meeting to facilitate Board renewal. On behalf of the retiring Directors, he thanked the Company for the opportunity to serve on its Board. On behalf of the Company, COO expressed his appreciation and gratitude for the retiring Directors' valuable contributions to the Board and the Company. He wishes them the best of health and success in their future endeavors.

There being no other business to transact, Chairman declared the AGM of the Company closed at 11:30 a.m. and thanked everyone for their attendance.

CERTIFIED AS A TRUE RECORD OF PROCEEDINGS HELD

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CHAIRMAN