
NOTICE OF EXTRAORDINARY GENERAL MEETING

GSH CORPORATION LIMITED

(Company Registration Number: 200106139K)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of GSH Corporation Limited (“**Company**”) will be held on 30 October 2025 at 10.30 a.m. at 20 Cecil Street, #28-01 PLUS, Singapore 049705 for the purpose of considering and, if thought fit, passing, with or without modification, the Ordinary Resolutions as set out below.

All capitalised terms below and defined in the circular to the Shareholders of the Company dated 15 October 2025 (“**Circular**”) shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

Shareholders should note that the Ordinary Resolutions 1 to 4 are inter-conditional upon one another. This means that if any of the Ordinary Resolutions is not approved, the other Ordinary Resolutions will not be passed.

ORDINARY RESOLUTION 1: THE PROPOSED SUBSCRIPTION

That, subject to and contingent upon the passing of Ordinary Resolutions 2, 3 and 4:

- (a) authority be and is hereby given to the Directors to allot and issue to the Subscriber 447,468,880 Subscription Shares, pursuant to Section 161 of the Companies Act and Rule 805(1) of the Listing Manual, at an issue price of S\$0.25 per Subscription Share, the issue and allotment thereof not being in reliance upon the general share issue mandate obtained from Shareholders at the Company’s annual general meeting held on 25 April 2025;
- (b) the Subscription Shares shall be issued free from any and all claims, charges, liens mortgages, securities, pledges, equities, encumbrances or other interests whatsoever and the Subscription Shares shall rank *pari passu* in all respects with and carry all rights similar to the then existing issued Shares at the time of the issue except that they will not rank for any dividend, right, allotment or other distributions, the Record Date for which falls on or before the Completion Date;
- (c) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Subscription as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (d) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Subscription be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2: PROPOSED TRANSFER OF CONTROLLING INTEREST

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 3 and 4:

- (a) approval be and is hereby given for the allotment and issuance by the Company of the Subscription Shares to the Subscriber on the terms and subject to the conditions set out in the Subscription Agreement which constitutes a transfer of Controlling Interest in the Company to the Subscriber pursuant to Rule 803 of the Listing Manual;

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- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Transfer of Controlling Interest as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Transfer of Controlling Interest be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 3: THE PROPOSED DIVERSIFICATION

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, and 4:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business into the New Business, and any other activities related to the New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the New Business, subject to compliance with the Listing Manual requiring approval from Shareholders in certain circumstances, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

ORDINARY RESOLUTION 4: THE PROPOSED ENGAGEMENT OF MANAGEMENT SERVICES

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3:

- (a) approval be and is hereby given, for the Proposed Engagement of Management Services on the terms and conditions of the Management Services Agreement, the principal terms of which are set out in the Circular; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modification to any document and affix the Common Seal of the Company to any such documents if required) as they or he may consider expedient or necessary in the interests of the Company to give effect to the Proposed Engagement of Management Services and any other transactions contemplated by this Ordinary Resolution.

By Order of the Board
Gilbert Ee Guan Hui
Chief Executive Officer and Executive Director

Date: 15 October 2025

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Important Notes:

Physical Meeting

- (1) The Extraordinary General Meeting of the Company (the “**EGM**”) will be held physically with no option for Shareholders to participate virtually.
- (2) Printed copies of this Notice of EGM and Proxy Form have been despatched to Shareholders and are also available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s corporate website at the URL <http://www.gshcorporation.com>.
- (3) Please bring along your NRIC/passport so as to enable the Company to verify your identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
- (4) Shareholders (including investors under the Central Provident Fund and the Supplementary Retirement Scheme (“**CPF and SRS Investors**”)) may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).
- (5) Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including CPF and SRS Investors, who wish to participate in the EGM should approach their respective agents at least seven (7) working days before the EGM, so that the necessary arrangements can be made by the relevant agents for their participating in the EGM.

Appointment of Proxy(ies)

- (1) A Shareholder of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf at the meeting. Where such Shareholder appoints more than one (1) proxy, the proportion of his shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A proxy need not be a Member of the Company.
- (2) A Shareholder of the Company who is a relevant intermediary 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 appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant Intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.

- (3) A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.
- (4) The instrument appointing a proxy or proxies, duly completed and signed, must be submitted to the Company in the following manner:
 - (a) by email to egm25@gshcorporation.com; or
 - (b) by depositing a hard copy by post at the registered office of the Company at #28-01 PLUS, 20 Cecil Street, Singapore 049705,

in either case, by no later than 10.30 a.m. on 27 October 2025 (being not less than seventy-two (72) hours before the time appointed for holding the EGM or at any adjournment thereof) and in default the Proxy Form for the EGM shall not be treated as valid.

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- (5) A Shareholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- (6) Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including CPF and SRS investors, who wish to appoint a proxy or proxies (including the Chairman), should approach their respective agents to submit their votes at least seven (7) working days before the EGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to vote on their behalf by 10.30 a.m. on 21 October 2025.
- (7) The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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.
- (8) A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act 1967.

Submission of Questions in Advance

- (1) Shareholders may also submit questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM.
- (2) All questions must be submitted by no later than 10.30 a.m. on Friday, 24 October 2025 through any of the following means:
 - (a) by email to egm25@gshcorporation.com; or
 - (b) by post and lodging the same at the registered office of the Company at #28-01 PLUS, 20 Cecil Street, Singapore 049705,

and provide the following particulars, for verification purposes:

- full name/full company name (as per CDP/CPF/SRS/scrip-based records);
- NRIC/Passport/UEN number;
- contact number and email address; and
- the manner in which you hold in the Company (e.g. via CDP, CPF, SRS and/or scrip).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Alternatively, Shareholders may also ask questions during the EGM.

- (3) The Company will endeavour to address all substantial and relevant questions received from Shareholders by 24 October 2025, 10.30 a.m., being not less than seventy-two (72) hours before the closing date and time for the lodgement of the Proxy Form, via SGX-ST's website and the Company's corporate website. The Company will also address any subsequent clarifications sought or follow-up questions during the EGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the management of the Company shall thereafter be published on (a) the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> and (b) the Company's corporate website at the URL <http://www.gshcorporation.com> together with the minutes of the EGM, within one (1) month after the conclusion of the EGM. The minutes will include the responses to substantial and relevant questions received from Shareholders which are addressed during the EGM.

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Access to Documents

- (1) This Notice of EGM, the Proxy Form, and the Circular are made available to Shareholders on 15 October 2025 via SGXNet and on the Company's corporate website.
- (2) Printed copies of this Notice of EGM and the Proxy Form in relation to the EGM will be sent to Shareholders. A Shareholder may request for printed copies of the Circular by submitting a request via email to egm25@gshcorporation.com by 5.00 p.m. on 24 October 2025. To be valid, the request must:
 - (a) specify "Request for Printed Copy of GSH Corporation Limited Circular in relation to the Proposed Subscription" as the subject of the email; and
 - (b) state the following details:
 - (i) the Shareholder's full name;
 - (ii) the Shareholder's address; and
 - (iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF, SRS and/or scrip), for verification purposes.

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PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM of the Company in accordance with this Notice, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), to address substantial and relevant questions from Shareholders received before the EGM, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

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