

# ASX Announcement

## GPS ALLIANCE HOLDINGS LIMITED

30 May 2019

The Manager Companies  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

(3 pages by email)

Dear Sir / Madam,

### ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2, we advise that all resolutions put to shareholders at today's Annual General Meeting of Members as set out in the attached Notice of Meeting were passed on a show of hands.

I also advise that Ordinary Resolution 4 as set out in the attached Notice of Meeting was withdrawn by the Chairman before the resolution was put to shareholders at the meeting.

We advise that a total of 25,843,183 votes were cast by proxy as follows:

	For	Open	Against	Abstain
Resolution 1	24,865,898	-	835,985	141,300
Resolution 2	25,017,848	-	825,335	-
Resolution 3	25,015,648	-	816,885	10,650
Resolution 4		Withdrawn		
Resolution 5	25,016,168	-	816,365	10,650
Resolution 6	25,026,298	4,550	812,335	-
Resolution 7	25,015,648	-	816,885	10,650
Resolution 8	25,015,648	-	816,885	10,650

For and on behalf of the Board.

**Marcelo Mora**  
Company Secretary  
GPS Alliance Holdings Limited

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that GPS Alliance Holdings Limited Annual General Meeting of members is to be convened at 106 International Road, Singapore 629175 on Thursday 30 May 2019 at 2:00 pm (Singapore time) / 4:00 pm (AEST).

### AGENDA

#### ORDINARY BUSINESS Financial Statements

To receive and consider the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2018.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

#### Resolution 1 Adoption of the Remuneration Report

'That the Remuneration Report for the year ended 31 December 2018 be and is hereby adopted.'

#### Resolution 2 Re-election of a Director

'That Marcelo Mora be and is hereby re-elected as a Director.'

#### Resolution 3 Ratification of Prior Issue Shares

'That the issue of 5,208,333 fully paid ordinary shares in the Company on 4 April 2019 for \$0.048 per share to Ms Sharon Lim be and is hereby ratified for the purposes of ASX Listing Rules 7.4.'

#### Resolution 4 Ratification of Prior Issue Shares

'That the issue of 7,686,042 fully paid ordinary shares in the Company on 24 April 2019 for \$0.048 per share to Top Capital Securities Pte Ltd be and is hereby ratified for the purposes of ASX Listing Rules 7.4.'

#### Resolution 5 Approval of the Proposed Issue and allotment of Shares

'That, for the purposes of ASX Listing Rule 7.1, the proposed issue and allotment of up to 4,166,667 fully paid ordinary shares in the Company as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved.'

#### Resolution 6 Issue of Shares to Related Parties

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to issue 10,294,126 fully paid ordinary shares to related parties in full and final satisfaction of amounts owing by the Company as at 31 December 2018 to related parties on account of management fees, rent and unpaid directors fees and company secretary's fees in the amount of \$494,118 on the terms and conditions set out in the Explanatory Statement."

#### Resolution 7 Issue of Shares to Unrelated Parties

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,068,583 fully paid ordinary shares to creditors of the Company who are unrelated parties in full and final satisfaction of amounts owing by the Company as at 31 December 2018 to such creditors in the amount of \$51,292 on the terms and conditions set out in the Explanatory Statement."

**Resolution 8 Additional capacity to issue securities**

'That the additional capacity to issue equity securities up to 10% of the issued capital of the Company as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved for the purposes of ASX Listing Rule 7.1A.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

**By order of the Board**

**Marcelo Mora**

**Company Secretary**

**30 April 2019**

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