



# G. K. GOH HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 199000184D

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of G. K. Goh Holdings Limited (the **"Company"**) will be held at Cinnamon Room, Novotel Singapore Clarke Quay, 177A River Valley Road, Singapore 179031 on 28 April 2014 at 10.30 a.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held at 10.15 a.m. (Singapore time) on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution:

### Ordinary Resolution

#### **Ratification of the Acquisition of 10.35 per cent. Equity Stake in Boardroom Limited and Mandatory Cash Offer for Boardroom Limited**

Resolved That:

- (i) pursuant to a direct business trade with Third Avenue Management LLC, which serves as an adviser to Third Avenue International Value Fund, the acquisition (the **"Acquisition"**) by Salacca Pte. Ltd. (the **"Offeror"**), which is a wholly-owned subsidiary of the Company, of an aggregate of 19,396,784 shares in the capital of Boardroom Limited (**"Boardroom"**), representing approximately 10.35 per cent.<sup>1</sup> of the issued and paid-up ordinary shares of Boardroom (the **"Boardroom Shares"**), for a cash consideration of S\$0.575 per Boardroom Share, be and is hereby approved, confirmed and ratified;
- (ii) following the Acquisition, the mandatory cash offer by the Offeror for all the Boardroom Shares other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror, on the terms set out in the offer document dated 7 February 2014 and despatched to all shareholders of Boardroom on 10 February 2014, be and is hereby approved, confirmed and ratified;
- (iii) the directors of the Company (**"Directors"**) be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the foregoing; and
- (iv) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by a Director in connection with the foregoing be and are hereby approved, confirmed and ratified.

By Order of the Board

**Thomas Teo Liang Huat**

**Jimmy Yap Tuck Kong**

Joint Secretaries

Singapore

11 April 2014

### Notes:

1. A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy but not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy must be lodged at the registered office of the Company at 50 Raffles Place #33-00, Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the Meeting.

<sup>1</sup> For the purposes of computing any percentage shareholdings referred to in this Notice in respect of the Boardroom Shares, the total number of Boardroom Shares is 187,426,484 (excluding treasury shares) based on the unaudited consolidated financial statements of Boardroom and its subsidiaries for the six months ended 31 December 2013, as announced by Boardroom on 6 February 2014 and is rounded to the nearest two decimal places.