

**G. K. GOH HOLDINGS LIMITED**  
(Company Registration No. 199000184D)  
(Incorporated in Singapore)

---

**DISCLOSURE PURSUANT TO RULE 704(31) OF THE LISTING MANUAL**

---

The Board of Directors of G. K. Goh Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to Rule 704(31) of the Listing Manual of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), which requires an issuer to disclose information relating to its or any of its subsidiaries’ loan agreements and debt securities if they contain (a) conditions making reference to the shareholding interests of any controlling shareholder, or (b) restrictions on any change in control of the issuer, and if a breach of these conditions or restrictions would cause a default which will have a significant impact on the issuer’s operations.

Further to the Company’s announcement on 31 October 2011, the Company wishes to announce that pursuant to Rule 704(31), certain of the Group’s credit facilities as of the date of this announcement of up to a principal amount of S\$227 million in aggregate contain conditions which make reference to the shareholding interest of its controlling shareholder or places restrictions on a change of control of the Company. Descriptions of the relevant conditions are set out below:

<b>Facility</b>	<b>Details</b>
Revolving credit facility	GKG Investment Holdings Pte Ltd (“ <b>GKG</b> ”) shall maintain its equity interest as the single largest shareholder in the Company, and Mr. Goh Geok Khim shall maintain his equity interest as the single largest shareholder in GKG.
Overdraft / Revolving credit facility in multi-currency	Mr. Goh Geok Khim and Mr. Goh Yew Lin via GKG shall at any time (directly or indirectly) be the largest shareholder.
Multi-currency money market line	The Company shall not, without the Bank’s prior written consent, undertake or permit any reorganisation, amalgamation, reconstruction, take-over, substantial change of shareholders or any other schemes of compromise or arrangement affecting its present constitution.
Facility agreement	(1) If Mr. Goh Geok Khim and his family ceases to own, directly or indirectly, legally and beneficially at least 51 per cent. of the issued share capital of the Company, it shall constitute an event of default  (2) The Company shall not (and shall ensure that certain of its subsidiaries shall not) enter into any amalgamation, demerger, merger or corporate reconstruction, other than on terms approved by the majority lenders.

In compliance with Rule 728 of the Listing Manual of the SGX-ST, the Company has obtained an undertaking from its controlling shareholders, namely, Mr. Goh Geok Khim, Mr. Goh Yew Lin and GKG, for them to notify the Company, as soon as they become aware, of any share pledging arrangements relating to their shares in the Company and of any event, which may result in a breach of the above-mentioned loan covenants.

By Order of the Board

Thomas Teo Liang Huat / Jimmy Yap Tuck Kong  
Joint Company Secretaries

12 November 2013