

G. K. GOH HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 199000184D

ANNOUNCEMENT

COMPLETION OF THE PROPOSED ACQUISITION OF INTERESTS IN THE DOMAIN PRINCIPAL GROUP RESIDENTIAL AGED CARE BUSINESS IN AUSTRALIA

1. INTRODUCTION

The board of directors (the “**Board**”) of G. K. Goh Holdings Limited (the “**Company**”) refers to its proposed acquisition of the shares and units in various entities constituting the Domain Principal Group residential aged care business in Australia by its indirect wholly-owned subsidiary, Allium Holdings Pty Ltd (“**Allium**”) (the “**Proposed Transaction**”).

*All capitalised terms used and not defined herein shall have the same meanings given to them in the circular to shareholders dated 10 September 2013 (the “**Circular**”) issued by the Company in connection with the Proposed Transaction.*

2. COMPLETION

The Board wishes to announce that all the conditions precedent for the completion of the Proposed Transaction (“**Completion**”) have been satisfied pursuant to the terms of the conditional securities sale agreement dated 16 August 2013 (the “**Sale Agreement**”) entered into by the Company and Allium with Aged Care Investment Services No. 1 Pty Limited (as trustee of Aged Care Investment Trust No. 1) and Aged Care Investment Services No. 2 Pty Limited (as trustee of Aged Care Investment Trust No. 2) (collectively, the “**Sellers**”).

Accordingly, pursuant to the terms of the Sale Agreement, Completion has taken place today. Following Completion, each of the Investment Entities will be regarded as associates of the Company and its subsidiaries (the “**Group**”) from an accounting perspective and will be accounted for by the Group in its consolidated financial results using the equity method.

3. LONG FORM ANCILLARY DOCUMENTS

- 3.1. **Investors Deed.** Pursuant to the terms of the Sale Agreement, the Sellers and Allium have today entered into the Investors Deed with each of the Investment Entities (Principal Healthcare Finance Pty Limited (“**PHF Trustee**”) in the case of Principal Healthcare Finance Trust (“**PHF Trust**”) and Principal Healthcare Finance No. 2 Pty Limited (“**PHF Trustee No. 2**”) in the case of Principal Healthcare Finance Trust No. 2 (“**PHF Trust No. 2**”), which is effective on and from Completion. Further, the Sellers (in aggregate) and Allium have today each acquired a 50.00 per cent. interest in the issued ordinary share capital of each of PHF Trustee and PHF Trustee No. 2 for a nominal consideration.

Pursuant to the terms of the Investors Deed, the Sellers, Allium and each of the Investment Entities (PHF Trustee in the case of PHF Trust and PHF Trustee No. 2 in the case of PHF Trust No. 2) have agreed to the following amendments to the principal terms of the Investors Deed Term Sheet as set out in the Circular:

- (a) the Investor Committee will be entitled to appoint one additional independent director to the board of directors of each of DAC Finance and PHF Trustee. Consequently, the board of directors of DAC Finance and PHF Trustee will each comprise of:
- (i) one independent director (who will be Chair) appointed by the Investor Committee by an IC Special Majority and one additional independent director appointed by the Investor Committee by an IC Special Majority;
 - (ii) two management directors appointed by the Investor Committee by an IC Special Majority;
 - (iii) one director appointed by AMP Capital as the asset manager; and
 - (iv) one director appointed by any Investor or Investors with an Equity Proportion of 40 per cent. or more; and
- (b) in addition to the circumstances set out in the Circular under which an Investor may dispose of Investment Securities, an Investor may also dispose of Investment Securities if each other Investor consents to the disposal of the Investment Securities.

Save as disclosed in this Announcement, all other principal terms of the Investors Deed remain the same as previously disclosed in the Circular in relation to the Investors Deed Term Sheet.

- 3.2. Asset Management Agreement.** Pursuant to the terms of the Sale Agreement, the Sellers have also today procured that ACIT Finance and AMP Capital enter into a long form asset management agreement, which is effective on and from Completion, on terms that substantially reflect the Asset Management Agreement Term Sheet.

By Order of the Board

Tan San-Ju
Company Secretary
Singapore, 3 October 2013