



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 25 September 2013 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution:

Ordinary Resolution

Approval for the Proposed Acquisition of Interests in the Domain Principal Group Residential Aged Care Business in Australia

- (a) That approval be and is hereby given for the proposed transaction (the "**Proposed Transaction**") involving the acquisition by Allium Holdings Pty Ltd ("**Allium**"), an indirect wholly-owned subsidiary of the Company, of the following:
- (i) 9,608,900 ordinary shares in the issued capital of ACIT Finance Pty Limited ("**ACIT Finance**"), representing 50.00 per cent. of the issued ordinary share capital of ACIT Finance immediately following completion of the Proposed Transaction ("**Completion**");
 - (ii) 120,397,654 ordinary shares in the issued capital of DAC Finance Pty Limited ("**DAC Finance**"), representing approximately 47.62 per cent. of the issued ordinary share capital of DAC Finance immediately following Completion;
 - (iii) 2,500,000 ordinary units in the issued capital of Principal Healthcare Finance Trust ("**PHF Trust**"), representing approximately 47.62 per cent. of the issued ordinary unit capital of PHF Trust immediately following Completion; and
 - (iv) 2,000,000 ordinary units in the issued capital of Principal Healthcare Finance Trust No. 2 ("**PHF Trust No. 2**"), representing 50.00 per cent. of the issued ordinary unit capital of PHF Trust No. 2 immediately following Completion,

from 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**"), on the terms and subject to the conditions set out in the conditional securities sale agreement dated 16 August 2013 entered into among the Company, Allium and the Sellers; and

- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including, but not limited to, executing all such agreements and documents as may be required in connection with this Ordinary Resolution and the Proposed Transaction) as they or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Ordinary Resolution and the Proposed Transaction.

By Order of the Board

Tan Cher Liang
Tan San-Ju
Company Secretaries
Singapore
10 September 2013

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 forty-eight (48) hours before the time appointed for the Meeting.