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## VOLUNTARY CONDITIONAL CASH OFFER

by



**UNITED OVERSEAS BANK LIMITED**  
(Company Registration No.: 193500026Z)  
(Incorporated in the Republic of Singapore)



**MAYBANK SECURITIES PTE. LTD.**  
(Company Registration No.: 197201256N)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**VERVEINE PTE. LTD.**  
(Company Registration No.: 202306811W)  
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

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

### ELECTRONIC DESPATCH OF OFFER DOCUMENT AND RELATED DOCUMENTS

#### 1. INTRODUCTION

United Overseas Bank Limited ("**UOB**") and Maybank Securities Pte. Ltd. ("**Maybank**") and together with UOB, the "**Financial Advisers**") refer to the offer announcement released on 28 February 2023 (the "**Offer Announcement**"), for and on behalf of Verveine Pte. Ltd. (the "**Offeror**"), in relation to the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Offer Shares**") in the capital of G. K. Goh Holdings Limited ("**GKGH**" or the "**Company**").

*All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document (as defined herein).*

## 2. ELECTRONIC DESPATCH OF OFFER DOCUMENT

Pursuant to the Securities Industry Council's Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents under The Singapore Code on Take-overs and Mergers issued on 29 June 2021, the Financial Advisers wish to announce, for and on behalf of the Offeror, that the Offeror has opted to electronically despatch the formal offer document dated 14 March 2023 (the "**Offer Document**"), containing the full terms and conditions of the Offer.

In connection with the electronic despatch of the Offer Document, a hardcopy notification (the "**Electronic Despatch Notification**") containing the address and instructions for the electronic retrieval of the Offer Document, has been despatched today to shareholders of the Company ("**Shareholders**"), together with the following documents:

- (i) in the case of a Shareholder whose Offer Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), the Form of Acceptance and Authorisation for Offer Shares (the "**FAA**") and a pre-addressed envelope; and/or
- (ii) in the case of a Shareholder whose Offer Shares are not deposited with CDP ("**in scrip form**"), the Form of Acceptance and Transfer for Offer Shares (the "**FAT**" and together with the FAA, the "**Acceptance Forms**") and a pre-addressed envelope.

Electronic copies of the Offer Document, the Electronic Despatch Notification and the Acceptance Forms are available on the website of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at <https://www.sgx.com> and on the website of the Company at <https://www.gkgoh.com/investor.aspx>.

Shareholders may also obtain printed copies of the Offer Document, during normal business hours and up to the Closing Date (as defined below), from the Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at its office located at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, by submitting a request to the Registrar via phone (+65 6536 5355) or by email ([srs.teamb@boardroomlimited.com](mailto:srs.teamb@boardroomlimited.com)).

## 3. PROCEDURES FOR ACCEPTANCE AND CLOSING DATE

The procedures for acceptance of the Offer are set out in **Appendix 2** to the Offer Document and the Acceptance Forms.

**Shareholders are to note that the Offer will close at 5.30 p.m. (Singapore time) on 11 April 2023 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror) (the "Closing Date").**

Shareholders who wish to accept the Offer may do so by submitting the FAA in electronic form via the SGX-ST's Investor Portal at <https://investors.sgx.com> (applicable to individual and joint-alternate account holders only) and/or completing and returning the FAA and/or the FAT (as the case may be) before the Closing Date in accordance with the instructions in the Offer Document and the Acceptance Forms.

## 4. OVERSEAS SHAREHOLDERS

- 4.1 Overseas Shareholders.** The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or in the records of CDP (as the case may be) (“**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as the Offer Document has not been reviewed by any regulatory authority in any overseas jurisdiction.

The Offer Document, the Electronic Despatch Notification, the Acceptance Forms and/or any related documents do not constitute an offer or solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being proposed in any jurisdiction in which the introduction or implementation of the Offer would not be in compliance with the laws of such jurisdiction. Where there are potential restrictions on sending the Offer Document, the Electronic Despatch Notification, the Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror, the Financial Advisers, CDP and the Registrar each reserves the right not to send the Offer Document, the Electronic Despatch Notification, the relevant Acceptance Forms and/or any related documents to Shareholders in such overseas jurisdictions. **For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Offer Document, the Electronic Despatch Notification and/or the Acceptance Forms have not been, or may not be, sent.**

- 4.2 Copies of the Offer Document and Acceptance Forms.** Shareholders (including Overseas Shareholders) may (subject to compliance with applicable laws) obtain copies of the Offer Document, the relevant Acceptance Forms and/or any related documents on the website of SGX-ST at <https://www.sgx.com> and on the website of the Company at <https://www.gkgoh.com/investor.aspx>.

Shareholders, (including Overseas Shareholders) may also obtain printed copies of the Offer Document, during normal business hours and up to the Closing Date, from the Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at its office located at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, by submitting a request to the Registrar via phone (+65 6536 5355) or by email ([srs.teamb@boardroomlimited.com](mailto:srs.teamb@boardroomlimited.com)).

- 4.3 Compliance with Applicable Laws.** It is the responsibility of any Overseas Shareholder who wishes to (i) request for the Offer Document and/or any related documents or (ii) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including the Financial Advisers) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including the Financial Advisers) may be required to pay. In (a) requesting for the Offer Document and/or any related documents and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and the Financial Advisers that he is in full observance of the laws of the relevant jurisdiction in that

connection, and that he is in full compliance with all necessary formalities or legal requirements.

**Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

- 4.4 Notice.** The Offeror and the Financial Advisers each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST and if necessary, a paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholders) to receive or see such announcement or advertisement.

## **5. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS**

Investors who have purchased Offer Shares using their Central Provident Fund (“**CPF**”) contributions pursuant to the Central Provident Fund Investment Scheme (“**CPFIS**”, and such investors, “**CPFIS Investors**”) and investors who have purchased Offer Shares pursuant to the Supplementary Retirement Scheme (“**SRS**”, and such investors, “**SRS Investors**”) should receive further information on how to accept the Offer from their respective agent banks included under the CPFIS (“**CPF Agent Banks**”) and the SRS (“**SRS Agent Banks**”). CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks, which may be earlier than the Closing Date. CPFIS Investors and SRS Investors will receive the Offer Price payable in respect of their Offer Shares validly tendered in acceptance of the Offer through appropriate intermediaries in their respective CPF investment accounts and SRS investment accounts.

## **6. INDEPENDENT ADVICE**

The Financial Advisers are acting for and on behalf of the Offeror and do not purport to advise the Shareholders, or any other person. In preparing the Offer Document on behalf of the Offeror, the Financial Advisers have not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder. A Shareholder must make his own decision as to whether to accept the Offer.

**If a Shareholder is in any doubt as to the action that he should take, such Shareholder should immediately seek advice from his relevant financial, legal or tax advisers or other independent financial adviser.**

The views of the directors of the Company, who are considered independent for the purposes of the Offer (the “**Independent Directors**”), and the independent financial adviser to the Independent Directors on the Offer, will be made available to Shareholders in due course and in any event, they are required under the Code to despatch their views within 14 days of the electronic despatch of the Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

## **7. GOVERNING LAW AND JURISDICTION**

The Offer, the Offer Document (including the Acceptance Forms), any related documents and all acceptances of the Offer and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each Shareholder who validly accepts the Offer submit to the non-exclusive jurisdiction of the Singapore courts.

## **8. RESPONSIBILITY STATEMENT**

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by

**United Overseas Bank Limited and Maybank Securities Pte. Ltd.**

For and on behalf of

**Verveine Pte. Ltd.**

**14 March 2023**

*Any inquiries relating to this Announcement or the Offer should be directed during office hours to:*

**United Overseas Bank Limited**  
**Mergers & Acquisitions**  
Tel: +65 6539 7066

**Maybank Securities Pte. Ltd.**  
**Investment Banking & Advisory**  
Tel: +65 6231 5184

### Forward-Looking Statements

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and other investors should not place undue reliance on such forward-looking statements. Neither the Offeror nor the Financial Advisers guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*