

## **G. K. GOH HOLDINGS LIMITED**

(Company Registration Number: 199000184D)

(Incorporated in the Republic of Singapore)

### **VOLUNTARY CONDITIONAL CASH OFFER – ELECTRONIC DESPATCH OF OFFEREE CIRCULAR**

#### **1. INTRODUCTION**

The board of directors (the "**Board**") of G. K. Goh Holdings Limited (the "**Company**") wishes to refer shareholders of the Company ("**Shareholders**") to:

- (a) the announcement (the "**Offer Announcement**") made by United Overseas Bank Limited ("**UOB**") and Maybank Securities Pte. Ltd. ("**Maybank**", together with UOB, "**Financial Advisers**"), for and on behalf of Verveine Pte. Ltd. (the "**Offeror**"), on 28 February 2023 in relation to the voluntary conditional cash offer (the "**Offer**") for all the issued and paid up ordinary shares in the capital of the Company other than those already owned, controlled or agreed to be acquired by the Offeror, as at the date of the Offer;
- (b) the offer document dated 14 March 2023 and related documents in connection with the Offer issued by the Financial Advisers, for and on behalf of the Offeror (the "**Offer Document**"); and
- (c) the announcement dated 14 March 2023 made by the Financial Advisers, for and on behalf of the Offeror, in relation to the electronic despatch of the Offer Document and the despatch of the notification containing instructions for the electronic retrieval of the Offer Document (the "**Offer Document Despatch Announcement**").

Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Offeree Circular (as defined below).

#### **2. ELECTRONIC DESPATCH OF THE OFFEREE CIRCULAR AND DESPATCH OF NOTICE TO SHAREHOLDERS**

The Board would like to inform Shareholders that the Company has today issued a circular (the "**Offeree Circular**") containing, *inter alia*, the letter from Deloitte & Touche Corporate Finance Pte Ltd (the "**IFA Letter**"), the independent financial adviser (the "**IFA**") to the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**"), and the recommendation of the Independent Directors in relation to the Offer. 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 on 29 June 2021, the Company has opted to electronically despatch the Offeree Circular.

**Accordingly, please note that no printed copies of the Offeree Circular will be despatched to Shareholders.**

In connection with the electronic despatch of the Offeree Circular, the Company has today despatched to Shareholders a notice regarding electronic despatch of the Offeree Circular (the "**Notice**") containing instructions for the electronic retrieval of the Offeree Circular.

The electronic copies of the Notice and the Offeree Circular are available on the Company's announcement page on the website of the Singapore Exchange Securities Trading Limited ("**SGXNET**") at [www.sgx.com](http://www.sgx.com) and on the Company's website at <https://www.gkgoh.com/investor.aspx>. Alternatively, you may directly access the page at the SGXNET by scanning the following QR code:



Shareholders may also obtain printed copies of the Offeree Circular, 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)).

**Shareholders should read the Offer Document, the Offeree Circular and the IFA Letter (as set out in Appendix I to the Offeree Circular) carefully and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors as set out in the Offeree Circular before deciding whether or not to accept the Offer. Shareholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.**

### **3. CLOSING DATE**

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

### **4. RESPONSIBILITY STATEMENT**

The directors of the Company (the "**Directors**") (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 (other than those relating to the Offeror and the Offer) are fair and accurate and that there are no material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement, Offer Document, Offer Document Despatch Announcement and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

The Directors jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD

Ngiam May Ling  
Company Secretary  
28 March 2023