

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

**VOLUNTARY UNCONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED AND
MAYBANK SECURITIES PTE. LTD. FOR AND ON BEHALF OF VERVEINE PTE. LTD. FOR ALL
THE SHARES IN THE CAPITAL OF G. K. GOH HOLDINGS LIMITED**

LOSS OF FREE FLOAT

1. INTRODUCTION

The board of directors (the "**Board**") of G. K. Goh Holdings Limited (the "**Company**") refers 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 formal offer document dated 14 March 2023 containing the terms and conditions of the Offer and related documents (the "**Offer Document**");
- (c) the announcement released on 6 April 2023 (the "**Unconditional Date**") by the Financial Advisers, for and on behalf of the Offeror, in relation to, *inter alia*, the Offer being declared unconditional in all respects on the Unconditional Date and the level of acceptances of the Offer as at the Unconditional Date (the "**Offer Unconditional Announcement**").

Unless otherwise defined, capitalised terms in this announcement shall bear the same meaning as set out in the Offer Document.

2. LOSS OF FREE FLOAT

As stated in the Offer Unconditional Announcement, as at 6.00 p.m. (Singapore time) on 6 April 2023, the total number of GKGH Shares owned, controlled or agreed to be acquired by the Offeror and persons acting or deemed to be acting in concert with the Offeror (including valid acceptances of the Offer) amounts to an aggregate of 282,946,584 GKGH Shares, representing approximately 90.03% of the total number of GKGH Shares¹.

Rule 723 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") requires the Company to ensure that at least 10% of the total

¹ In this announcement, references to the total number of GKGH Shares are calculated based on a total of 314,283,137 GKGH Shares in issue (excluding treasury shares) as at the date of this announcement.

number of the GKGH Shares (excluding treasury shares) is at all times to be held by the public ("**Free Float Requirement**"). In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not complied with, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the GKGH Shares on the SGX-ST.

Under Rule 1105 of the Listing Manual, in the event that the Offeror and parties acting or deemed to be acting in concert with the Offeror should, as a result of the Offer or otherwise, own or control 90% or more of the GKGH Shares in issue (excluding treasury shares), the SGX-ST may suspend the trading of the listed securities of the Company on the SGX-ST until such time when the SGX-ST is satisfied that at least 10% of the GKGH Shares in issue (excluding treasury shares) are held by at least 500 Shareholders who are members of the public.

Further, under Rule 1303(1) of the Listing Manual, where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued GKGH Shares (excluding treasury shares), thus causing the percentage of the total number of issued GKGH Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the GKGH Shares at the close of the Offer.

The Board wishes to announce that the percentage of the total number of issued GKGH Shares (excluding treasury shares) held in public hands has fallen to below 10%. Accordingly, trading of the GKGH Shares will be suspended at the close of the Offer.

3. 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, the Offer Document, the Offer Unconditional 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
6 April 2023