

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

DISCLOSURE PURSUANT TO RULE 704(31) OF THE LISTING MANUAL

The Board of Directors of G. K. Goh Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to Rule 704(31) of the Listing Manual of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), which requires an issuer to disclose information relating to its or any of its subsidiaries’ loan agreements and debt securities if they contain (a) conditions making reference to the shareholding interests of any controlling shareholder, or (b) restrictions on any change in control of the issuer, and if a breach of these conditions or restrictions would cause a default which will have a significant impact on the issuer’s operations.

Further to the Company’s announcements on 31 October 2011 and 12 November 2013, the Company wishes to announce that pursuant to Rule 704(31), certain of the Group’s credit facilities as of the date of this announcement of up to a principal amount of S\$198 million in aggregate contain conditions which make reference to the shareholding interest of its controlling shareholder in the Company or places restrictions on a change of control of the Company. Descriptions of the relevant conditions are set out below:

Facility	Details
Revolving loan facility	GKG Investment Holdings Pte Ltd (“ GKGI ”) shall remain as the single largest shareholder in the Company, and Mr. Goh Geok Khim shall maintain his equity interest as the single largest shareholder in GKGI.
Overdraft / Revolving credit facility in multi-currency	Mr. Goh Geok Khim and Mr. Goh Yew Lin via GKGI shall at any time (directly or indirectly) be the largest shareholder.
Multi-currency money market line	The Company shall not, without the Bank’s prior written consent, undertake or permit any reorganisation, amalgamation, reconstruction, take-over, substantial change of shareholders or any other schemes of compromise or arrangement affecting its present constitution.
Term loan facility	(1) If Mr. Goh Geok Khim and his family cease to own, directly or indirectly, legally and beneficially at least 51% of the issued share capital of the Company, it shall constitute an event of default (2) The Company shall not (and shall ensure that certain of its subsidiaries shall not) enter into any amalgamation, demerger, merger or corporate reconstruction, other than on terms approved by the majority lenders.

Term loans and derivative line	<p>(1) Mr Goh Geok Khim and his family members shall remain as the single largest shareholder with at least 51% controlling interest in the Company throughout the currency of the facilities.</p> <p>(2) The Company, as surety, shall not, without the prior written consent of the Bank, undertake or permit any reorganisation, amalgamation, reconstruction, take-over, substantial change of shareholders or any other schemes of compromise or arrangement affecting its present constitution.</p>
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In compliance with Rule 728 of the Listing Manual of the SGX-ST, the Company has obtained an undertaking from its controlling shareholders, namely, Mr. Goh Geok Khim, Mr. Goh Yew Lin and GKGI, for them to notify the Company, as soon as they become aware, of any share pledging arrangements relating to their shares in the Company and of any event, which may result in a breach of the above-mentioned loan covenants.

By Order of the Board

Ngiam May Ling
Company Secretary

Date: 17 March 2017