

G. K. GOH HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 199000184D

ACQUISITION OF 10.35 PER CENT. STAKE IN BOARDROOM LIMITED AND MANDATORY CONDITIONAL CASH OFFER FOR BOARDROOM LIMITED

1. INTRODUCTION

The board of directors (the “**Board**”) of G. K. Goh Holdings Limited (the “**Company**”) refers to the announcement dated 22 January 2014 in relation to (i) the acquisition by Salacca Pte. Ltd. (the “**Offeror**”), a wholly-owned subsidiary of the Company, of approximately 10.35 per cent. of the issued and paid-up ordinary shares (the “**Shares**”) in the capital of Boardroom Limited (“**Boardroom**”) and (ii) the intention by the Offeror to make a mandatory conditional cash offer to acquire all of the Shares in the capital of Boardroom other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (the “**Offer**”).

2. OFFER DECLARED UNCONDITIONAL AS TO ACCEPTANCES

2.1 The Board wishes to inform the shareholders of the Company that as at 5.00 p.m. (Singapore time) on 3 March 2014, the Offeror had received valid acceptances in respect of 14,882,807 Shares which, when taken together with Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror, results in the Offeror and persons acting or deemed to be acting in concert with the Offeror holding such number of Shares carrying more than 50 per cent. of the maximum potential issued share capital of Boardroom.

2.2 Accordingly, the Offeror had released an announcement on 3 March 2014 (the “**Offeror Announcement**”) stating that the condition to the Offer has been fulfilled and the Offer has therefore become and is hereby declared to be unconditional in all respects. A copy of the Offeror Announcement is attached as an Appendix to this Announcement.

3. RESPONSIBILITY STATEMENT

The directors of the Company (the “**Directors**”) (including any 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 the Directors 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 Boardroom), the sole responsibility of the Directors has been to ensure through reasonable enquires that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

By Order of the Board

Teo Liang Huat Thomas
Company Secretary
Singapore, 4 March 2014

APPENDIX
OFFEROR ANNOUNCEMENT

MANDATORY CASH OFFER

by



CIMB BANK BERHAD (13491-P)

Singapore Branch

(Incorporated in Malaysia)

for and on behalf of

SALACCA PTE. LTD.

(Incorporated in Singapore)

(Co. Reg. No.: 200413692D)

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

BOARDROOM LIMITED

(Incorporated in Singapore)

(Co. Reg. No.: 200003902Z)

other than those already owned, controlled or agreed to be acquired by
Salacca Pte. Ltd. and parties acting in concert with it

OFFER DECLARED UNCONDITIONAL AS TO ACCEPTANCES

1. INTRODUCTION

CIMB Bank Berhad, Singapore Branch refers to the offer document dated 7 February 2014 (the "**Offer Document**") despatched to all shareholders ("**Shareholders**") of Boardroom Limited (the "**Company**") on 10 February 2014, in connection with the mandatory conditional cash offer (the "**Offer**") by Salacca Pte. Ltd. (the "**Offeror**"), to acquire all of the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror.

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

2. OFFER DECLARED UNCONDITIONAL AS TO ACCEPTANCES

2.1 Condition to the Offer. As stated in the Offer Document, the Offer is conditional upon the Offeror having received, by the Closing Date, valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which, when taken together with Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror, will result in the Offeror and parties acting or deemed to be acting in concert with the Offeror holding such number of Shares carrying more than 50 per cent. of the voting rights attributable to the issued Shares (excluding any Shares held in treasury) as at the Closing Date (including any voting rights attributable to Shares unconditionally issued or to be issued pursuant to the valid

exercise of any Options prior to the Closing Date).

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the Closing Date, unless at any time prior to the Closing Date, the Offeror has received valid acceptances in respect of such number of Offer Shares which, when taken together with Shares owned, controlled or agreed to be acquired before or during the Offer by or on behalf of the Offeror or parties acting or deemed to be acting in concert with the Offeror, will result in the Offeror and parties acting or deemed to be acting in concert with the Offeror holding such number of Shares carrying more than 50 per cent. of the voting rights attributable to the maximum potential issued share capital of the Company on the date of such declaration (the “**Condition to the Offer**”). For the purposes of this Announcement, the “maximum potential issued share capital of the Company” means the total number of Shares (excluding any Shares held in treasury) which would be in issue if all the outstanding Options are validly exercised as at the date of the relevant declaration.

2.2 Offer Declared Unconditional in all Respects. As at 5.00 p.m. (Singapore time) on 3 March 2014, the Offeror had received valid acceptances in respect of 14,882,807 Shares which, when taken together with Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror, results in the Offeror and persons acting or deemed to be acting in concert with the Offeror holding such number of Shares carrying more than 50 per cent. of the maximum potential issued share capital of the Company.

Accordingly, the Offeror wishes to announce that the Condition to the Offer has been fulfilled and the Offer has therefore become and is hereby declared to be unconditional in all respects.

3. LEVEL OF ACCEPTANCES OF THE OFFER

Pursuant to Rule 28.1 of the Singapore Code on Take-overs and Mergers, the Offeror wishes to announce that as at 5.00 p.m. (Singapore time) on 3 March 2014, the total number of Shares (i) held before the offer period, (ii) acquired or agreed to be acquired during the offer period and (iii) for which valid acceptances of the Offer have been received, are as follows:

	Number of Shares	Percentage of the issued Shares (%)¹
Shares held by the Offeror and parties acting in concert with it prior to the offer period, being the period commencing from the release of the Offer Announcement on 22 January 2014	82,674,814	44.11

¹ References to the total number of Shares in this Announcement, based on the 1H2014 Results, is 187,426,484 Shares (excluding treasury shares). Rounded to the nearest two decimal places.

	Number of Shares	Percentage of the issued Shares (%) ¹
Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with it (other than pursuant to valid acceptances of the Offer) after the release of the Offer Announcement on 22 January 2014 up to 5.00 p.m. (Singapore time) on 3 March 2014	-	-
Valid acceptances of the Offer received by the Offeror as at 5.00 p.m. (Singapore time) on 3 March 2014	14,882,807	7.94
Total	97,557,621	52.05 ²

4. OFFER PRICE

As previously stated in the Offer Document, the Company had in its 1H2014 Results declared an interim tax-exempt dividend in cash of 1.00 cent per Share (the “**1H2014 Dividend**”). The register of members of the Company was closed at 5.00 p.m. (Singapore time) on 27 February 2014 (the “**Record Date**”) to determine the entitlements of Shareholders in respect of the 1H2014 Dividend.

In view of the Offer becoming and being hereby declared to be unconditional in all respects, the date of settlement in respect of the Offer Shares tendered in acceptance of the Offer as at 5.00 p.m. (Singapore time) on 3 March 2014, and any Offer Shares tendered in acceptance of the Offer thereafter, will fall after the Record Date. As such, the Offeror will pay the relevant accepting Shareholders **S\$0.565** in cash (being the Offer Price less the amount of the 1H2014 Dividend) for each Offer Share, as the Offeror will not receive the 1H2014 Dividend in respect of such Offer Shares.

5. EXTENSION OF CLOSING DATE

As the Offer has become unconditional as to acceptances, the Offer will remain open for acceptance until **5.30 p.m. (Singapore time) on 24 March 2014**, being 14 days after 10 March 2014, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

6. PROCEDURES FOR ACCEPTANCE OF THE OFFER

6.1 Shareholders who have already accepted the Offer are not required to take any action in relation to the Offer and can expect to receive payment within 10 days after 3 March 2014 for the Shares that they have tendered in acceptance of the Offer.

6.2 The procedures for acceptance of the Offer are set out in Appendix 2 to the Offer

² Any discrepancies in the figures included in this Announcement between the amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Announcement may not be an arithmetic aggregation of the figures that precede them.

Document and in the accompanying Form of Acceptance and Authorisation and/or the Form of Acceptance and Transfer.

- 6.3** Shareholders who wish to accept the Offer may do so by completing and returning the relevant form(s) of acceptance.
- 6.4** Shareholders who do not have the relevant form(s) of acceptance should contact The Central Depository (Pte) Limited or CIMB Bank Berhad, Singapore Branch, Corporate Finance Department, as the case may be, immediately during normal business hours at the following addresses:

If you are a Depositor, please contact:

The Central Depository (Pte) Limited
4 Shenton Way
#02-01 SGX Centre 2
Singapore 068807

If you hold Shares in scrip form, please contact:

CIMB Bank Berhad, Singapore Branch
Corporate Finance Department
50 Raffles Place
#09-01 Singapore Land Tower
Singapore 048623

- 6.5** Shareholders who are in any doubt about the Offer should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

7. RESPONSIBILITY STATEMENT

The directors of the Offeror and G. K. Goh (including any 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 the directors of the Offeror and G. K. Goh 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 and/or its subsidiaries), the sole responsibility of the directors of the Offeror and G. K. Goh has been to ensure through reasonable enquires that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

CIMB Bank Berhad, Singapore Branch

For and on behalf of
Salacca Pte. Ltd.

3 March 2014
Singapore

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

***CIMB Bank Berhad, Singapore Branch
Corporate Finance
Tel: (65) 6210 8956***

*Jason Chian
Deputy Head, Corporate Finance*

*Tan Cher Ting
Director, Corporate Finance*