

Swiber Holdings Limited (Judicial Managers Appointed)

Swiber Offshore Construction Pte Ltd (Judicial Managers Appointed)

Creditors' Meeting 23 February 2021

Disclaimer (1/2)

Unless otherwise defined, capitalised terms used in this presentation shall have the same meaning ascribed to them in the JMs' Statement of Proposals for Swiber Holdings Limited (Judicial Managers Appointed) ("SHL") and Swiber Offshore Construction Pte Ltd (Judicial Managers Appointed) ("SOC") dated 1 February 2021 (the "SOP").

This presentation is qualified in its entirety by, and should be read in conjunction with the full text of the SOP.

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This presentation has been prepared by the JMs for the purpose of the meeting of creditors of SHL and SOC and to present amongst others the Restructuring Proposal to the creditors for their consideration, and for no other purpose. This presentation is for information purposes only and is not intended to form the basis of any contract. It does not purport to be all-inclusive or to contain all of the information that a person considering the proposed transactions described herein may require to make a full analysis of the matters referred to herein. Users of the presentation should seek to obtain independent financial and/or legal advice.

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- 01 Presentation by Mr Bob Yap, Judicial Manager Appointed
- 02 Q&A session
- 03 Resolutions for voting
- 04 Intermission Live online voting and tabulation of votes
- 05 Announcement of voting results



Creditors' Meeting

Meeting procedures



- Pursuant to Section 227P(2) of the Companies Act, the JMs of SHL and SOC, Messrs Bob Yap Cheng Ghee, Ong Pang Thye and Tay Puay Cheng, all care of KPMG Services Pte Ltd, are summoning creditors' meetings of SHL and SOC to lay before the meetings a copy of the statement of proposals
- The Creditors' Meeting on 23 February 2021 is for both SHL and SOC



Notice of Creditors' Meeting

- The notice of creditors' meeting pursuant to Section 227P(2) of the Companies Act was sent to each creditor mentioned in SHL and SOC's statement of affairs, as well as to creditors who are not mentioned in SHL and SOC's statement of affairs but have filed proofs of debt on 1 February 2021
- Notice of the Creditors' Meeting has been gazetted on 5 February 2021 and was published in The Business Times and Lianhe Zaobao on 2 February 2021



 Pursuant to Regulation 71 of the Companies Regulations, the quorum for the Creditors' Meeting is at least 3 creditors entitled to vote





Background

Background INVESTMENT AGREEMENT

8 June 2020: Executed Binding Term Sheet

- Binding term sheet entered into between EEPL, SHL and Rawabi for USD200 mil investment
- Subject to due diligence and definitive agreements to be entered

23 February 2021: Convene Creditors' Meeting under S227P(2) of the Companies Act

 Creditors of both SHL and SOC are required to vote on the Restructuring Proposal as set out in the Statement of Proposals issued on 1 February 2021

28 December 2020: Executed Investment Agreement

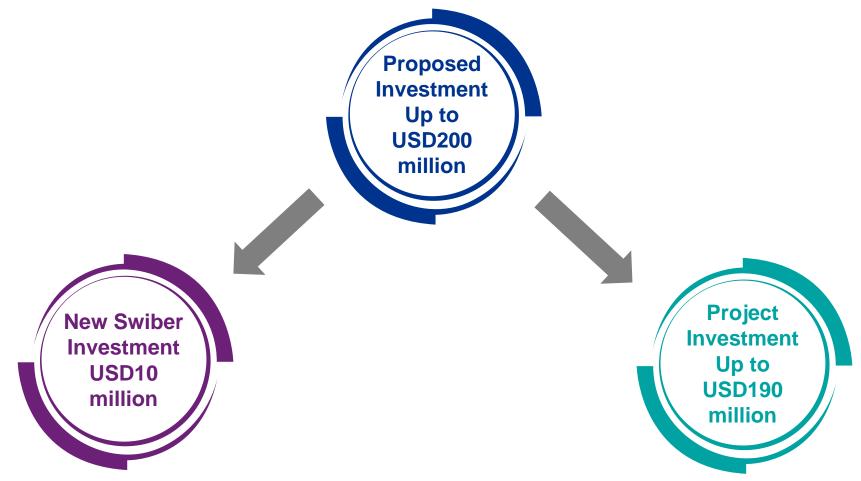
- —The proposed investment of up to USD200 million comprise:
 - An investment of USD10 million by way of subscription of shares in New Swiber giving Rawabi 80% equity interest in New Swiber; and
 - A further commitment of up to USD190 million by way of subscription for new preference shares to be issued by EEPL, on terms to be agreed and subject to definitive agreements to be entered into.
- The IA also requires an Internal Restructuring, Debt Restructuring and issuance of New Swiber Shares to key management, professional service providers and existing shareholders of SHL.





Investment Agreement

Investment Agreement Proposed Investment



SOP reference: Section 4.3.1: Proposed Investment

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Rawabi Holding Company Limited





Investment Agreement Rawabi Management Team

Sheikh Abdulaziz Ali Al Turki – Non Executive Chairman



- Appointed since 1998
- Prominent and seasoned business man with experience in building successful businesses
- Concurrently Chairman of Gulf Union Cooperative Insurance Company in Saudi Arabia and The Gulf Union Holding Company in Bahrain
- Bachelors of Arts and Masters of Business Administration from George Washington University, USA

Osman Ali Ibrahim – Group President and CEO



- Appointed since 2009
- Has been with Rawabi Group for the past 27 years holding various senior positions within Rawabi Group
- Board member of several Rawabi affiliate companies
- Bachelor and Master degrees in Finance from Wexford University, USA

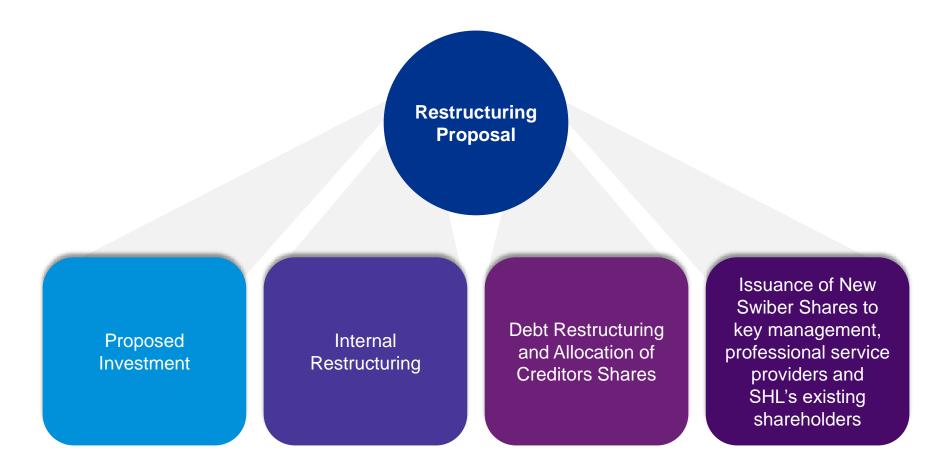
<u>SOP reference</u>: Section 4.2: Key management of Rawabi

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Restructuring Proposal

Restructuring Proposal COMPONENTS OF the Restructuring Proposal



SOP reference: Section 6: Restructuring Proposal

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Restructuring Proposal Proposed Investment

Commitment from Rawabi to invest up to USD200 million in New Swiber Group split over 2 tranches

MIIIOr

New Swiber Investment

USD 10 million

Subject to, amongst others, the following conditions precedent:

- 1. Creditors' approval
- 2. Regulatory approvals
- 3. Shareholders' approvals
- 4. Others: Third parties' approvals;
 - Internal Restructuring
 - Debt Restructuring
 - Vietnam Project MOU

- Escrow Agreement
- Intercompany Balances Settlement
- No Material Adverse Effect

Project Investment Up to USD 190 million

The Project Investment will be made on such terms to be discussed and agreed on the basis of certain key terms set out in the IA, and to be set out in the definitive agreements to be entered into.

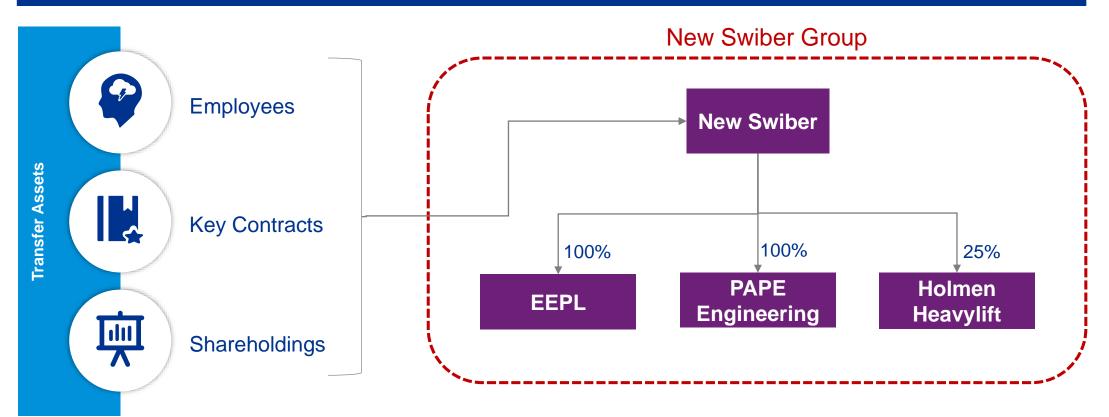
The Project Investment will be undertaken in tranches and each tranche will be conditional upon such conditions precedent to be agreed, including satisfaction of such milestones relating to the development of the first phase of the Vietnam Power Project to be agreed.

SOP reference: Section 4.3.1 Proposed Investment

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Restructuring Proposal Internal Restructuring

Transfer of certain key assets to the New Swiber Group prior to completion of the New Swiber investment



SOP reference: Section 4.3.2: Internal Restructuring

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Restructuring Proposal Debt Restructuring and Allocation of Creditors Shares

Issuance of new shares in New Swiber for the benefit of Unsecured Creditors of SHL and SOC, which constitute approximately (but shall not exceed) 14% of New Swiber's enlarged total issued shares.

Allocation of Creditors Shares		
	Proportion of shareholdings in New Swiber represented by such allocation	
SHL Unsecured Creditors	12.2%	
SOC Unsecured Creditors	1.8%	
Total	14.0%	

 Unsecured Creditors of SHL and SOC are not required to vote on any write-off and/or compromise of the debts due from SHL and/or SOC at this stage

<u>SOP reference</u>: Section 6.2: Proposed issuance of Creditors Shares

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Restructuring Proposal ISSUANCE OF NEW SWIDER Shares

The New Swiber shareholding structure will include new shares to be issued to key management and professional service providers (approximately but not more than 3%) as well as existing shareholders of SHL (approximately but not more than 3%)

Pro forma shareholding structure of New Swiber			
Shareholders	Shareholding immediately following New Swiber Closing		
Rawabi	80.0%		
Holders of Creditors Shares (SHL)	12.2%		
Holders of Creditors Shares (SOC)	1.8%		
Key management and professional service providers	3.0%		
Existing shareholders of SHL	3.0%		
Total	100.0%		

SOP reference:

Section 4.3.4 Issuance of New Swiber Shares to key management, professional service providers and SHL's existing shareholders Section 4.3.5 Pro forma shareholding structure of New Swiber





Other salient terms

Other salient terms LISTING STATUS OF NEW SWIDER

Listing status of New Swiber

- The listing status of SHL on the SGX-ST will not be transferred to New Swiber
- New Swiber will be an unlisted public company in Singapore immediately following completion of the New Swiber Investment
- Rawabi has committed under the IA to pursue an IPO of the New Swiber shares subject to the satisfaction of certain conditions, on such terms to be determined

SGX



Other salient terms Other Salient Terms (1/2)



- Long-Stop Date under the IA is 30 June 2021 or such other date to be mutually agreed
- By either Rawabi or SHL, due to failure to fulfill certain conditions precedent on or before Long-Stop Date or due to the other party's material breach of obligations

- Pre-closing Undertakings
 - SHL and certain members of the Group shall not acquire any new vessel, or expand or develop its business beyond its scale and scope as at the date of the IA until New Swiber Closing



 The Group shall settle all intercompany balances which are payable or receivable between any Group company and any New Swiber Group Company, prior to New Swiber Closing

<u>SOP reference</u>: Section 4.4: Other salient terms of the IA

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Other salient terms Other Salient Terms (2/2)

Post New Swiber Closing Reconciliation

 As at New Swiber Closing, if the net working capital of the New Swiber Group is >USD0.00, New Swiber shall pay to SHL a cash amount equal to such excess and vice versa, in each case subject to a cap of USD0.5 million

Non-compete

 SHL and its subsidiaries shall not during the non-compete duration (i) compete with the New Swiber Business, (ii) solicit customers of New the Swiber Business, (iii) induce employees of New Swiber Group to terminate employment with the relevant New Swiber Group Company or, (iv) acquire any new vessel, or expand its business beyond its scale and scope as at the date of the IA



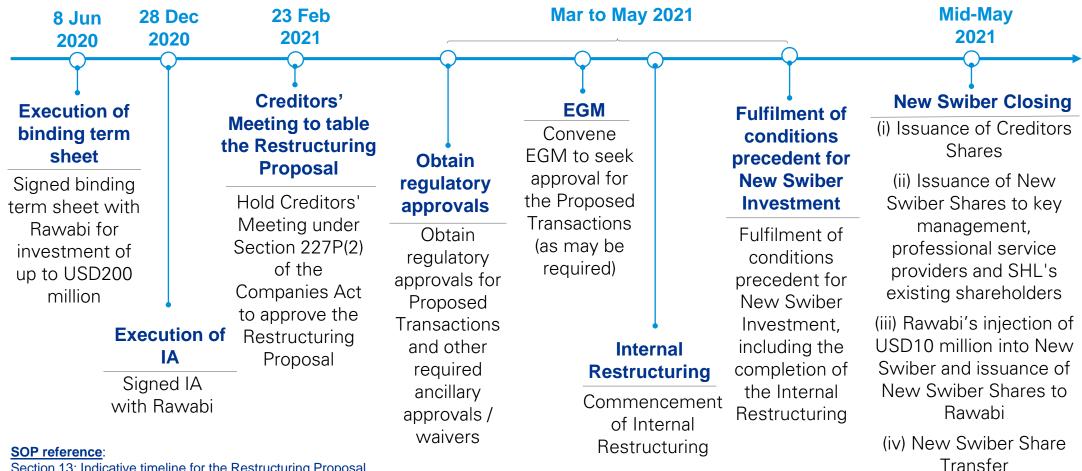
- Upon receipt of the New Swiber investment proceeds, New Swiber to deposit USD3.2 million into escrow account
- The Escrow Amount to be applied towards settlement of the Reimbursement Amount, amount payable by SHL to New Swiber pursuant to post-New Swiber Closing reconciliation, and claims by Rawabi for breach of IA, on terms to be agreed

<u>SOP reference</u>: Section 4.4: Other salient terms of the IA

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Indicative timeline

Creditors should note that such timeline is indicative only and may be subject to change



Section 13: Indicative timeline for the Restructuring Proposal

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Business plan

Business plan Introduction Video



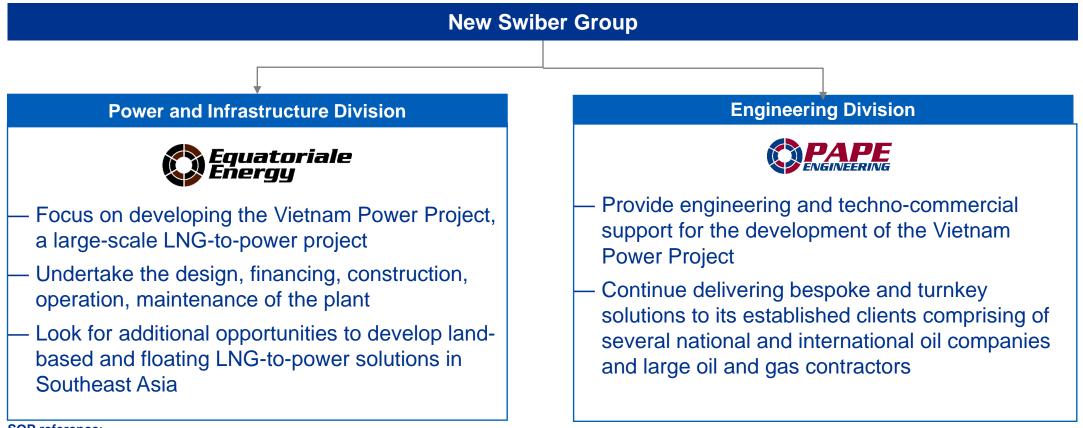


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Business plan Group Core Focus

The focus of the New Swiber Group is in innovative and sustainable energy solutions backed by in-house engineering and technical support capabilities



SOP reference: Section 5: Business plan

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Equatoriale Energy



Power and Infrastructure Division

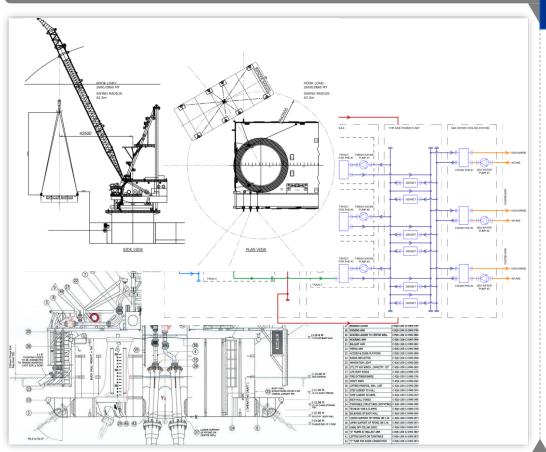


- Established in 2018, a specialized Power and Infrastructure development company
- Focusing on Vietnam as a viable large scale LNGto-power project location due to increasing power demand
- Negotiating with the Vietnam government and agencies for pre-construction approvals and clearances
- Developing key partnerships
 - Power Equipment
 - LNG Sourcing & Shipping
 - Local partnership

SOP reference: Section 5: Business plan

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PAPE Engineering



SOP reference: Section 5: Business plan

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ENGINEERING

 Established in 2008, a leading engineering consultancy and project management company

Engineering Division

- Service offerings:
- Power infra and Marine engineering
- Offshore engineering
- Developed innovative LNG solutions such as floating LNG power plant, barge type FSRU etc.
- Track record of 2,400km pipelines, 100+ offshore structures and dozens of single point moorings

Business plan Vietnam Power Project

Why Vietnam?

- Undergoing transition from agriculture based economy to more industrialised economy; this will boost demand for electricity
- Strong focus on imported LNG and renewable power as part of the country's power generation mix

Estimated timeline

- The first phase:
 - Construction: year 2024
 - Operations: year 2027
- The second phase:
 - Construction: year 2027
 - Operations: by year 2030
- The third phase:
 - Construction: year 2030
 - Operations: by year 2033

Business plan

- EEPL plans to build, own and operate the Vietnam Power Project's three-phased LNG-topower plants, generating an aggregate capacity of up to 2.25GW of power
- The PPA concession period is envisaged to be 25 years or more for each phase

Proposed specification

- First phase of the Vietnam Power Project:
 - One gas fired CCPP of net 750 MW;
 - Switchyard and Balance of Plants
 - Offshore Terminal consisting of:
 - One FSRU;
 - One jetty with associated mooring and cargo transfer equipment
 - Breakwater walls and subsea pipeline
- One FSRU is expected to service all 3 phases

SOP reference:

Section 5.2: Power and Infrastructure Division

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Vietnam

Power

Project

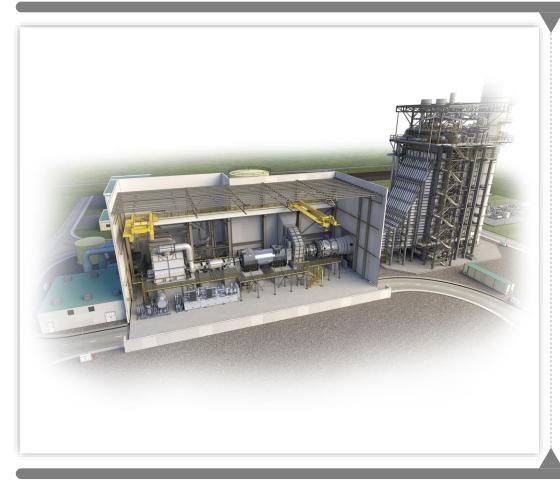
Business plan Vietnam Power Project

Overview and key components of the LNG-to-power project in Vietnam, of aggregate generation capacity 2.25 GW over a concession period of 25 years





Vietnam Power Project



Power Equipment Operation and Maintenance

- 750 MW Combined Cycle Gas Power Plant
- Industry Leading 62% Net Efficiency at Site
- 94% Availability



Business plan Vietnam Power Project



FSRU – Innovative Barge-Type Unit designed by PAPE approved by Bureau Veritas

- 175,000M3 Storage Capacity
- Optimised for Long Term Operation without Interruption
- Lower CAPEX & OPEX compared to Traditional LNG Carrier Type Units



Business plan Vietnam Power Project



Offshore Terminal – Jetty Moored FSRU in 15m Water Depth

- Permanent Jetty Moored FSRU, Temporary Mooring for LNG Carrier
- Breakwater to Ensure Safe and Protected Cargo Transfer Operation
- Ship to Ship LNG Transfer
- Subsea Gas Pipeline to Onshore Power Block





Estimated rate of recovery for creditors

Estimated rate of recovery Valuation of equity

At the end of Year 6

Estimated value range

USD205 mil – USD282 mil USD1,124 mil - USD1,344 mil

Basis of valuation:

Independent valuation of New Swiber Group provided by BDO Advisory Pte Ltd

On Day 1

Indicative value range based on using an income approach

<u>SOP reference</u>: Section 8: Valuation of equity

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Estimated rate of recovery FOR UNSECURED CREDITORS OF SHL

	Estimated rate of recovery	Liquidation scenario
SHL Unsecured Creditors	12.4% - 14.8%	NIL

- Estimated rate of recovery based on the total estimated unsecured debt of SHL comprising of (i) Admitted Debt; (ii) Related Party Debt and (iii) amounts due to unsecured creditors who appear in the books and records of SHL as at the date of the appointment of the JMs but have yet to file their claims with the JMs.
- Actual rate of recovery to Unsecured Creditors may differ subject to final adjudication of debts of SHL at a later stage prior to completion of the New Swiber Investment

SOP reference: Section 9.2: Estimated rate of recovery for creditors of SHL Section 11.2: Estimated recovery to creditors of SHL



Estimated rate of recovery FOR UNSECURED CREDITORS OF SOC

	Estimated rate of recovery	Liquidation scenario
SOC Unsecured Creditors	1.3% - 1.5%	NIL

- Estimated rate of recovery based on the total estimated unsecured debt of SOC comprising of (i) Admitted Debt; (ii) Related Party Debt and (iii) amounts due to unsecured creditors who appear in the books and records of SOC as at the date of the appointment of the JMs but have yet to file their claims with the JMs.
- Actual rate of recovery to Unsecured Creditors may differ subject to final adjudication of debts of SOC at a later stage prior to completion of the New Swiber Investment

SOP reference: Section 10.2: Estimated rate of recovery for creditors of SOC Section 11.3: Estimated recovery to creditors of SOC

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JM's recommendation

Our Recommendation

A credible proposal from a reputable investor and there is good basis to consider Rawabi's proposal.



Estimated recovery rate is significantly higher than compared to a liquidation scenario

NIL recovery in liquidation scenario



No immediate need to compromise debt

*

Creditors are not required to vote on any write-off and/or compromise of debts at this stage



Sustainable capital structure to allow opportunity for growth

Debt free New Swiber and projected operating cash flows of New Swiber provides a foundation for New Swiber to deliver long term value for stakeholders



Financial backing from Rawabi as a strategic partner

Rawabi has a healthy balance sheet and stable top line, capable of providing strong financial support and a strong network to leverage on for technical expertise

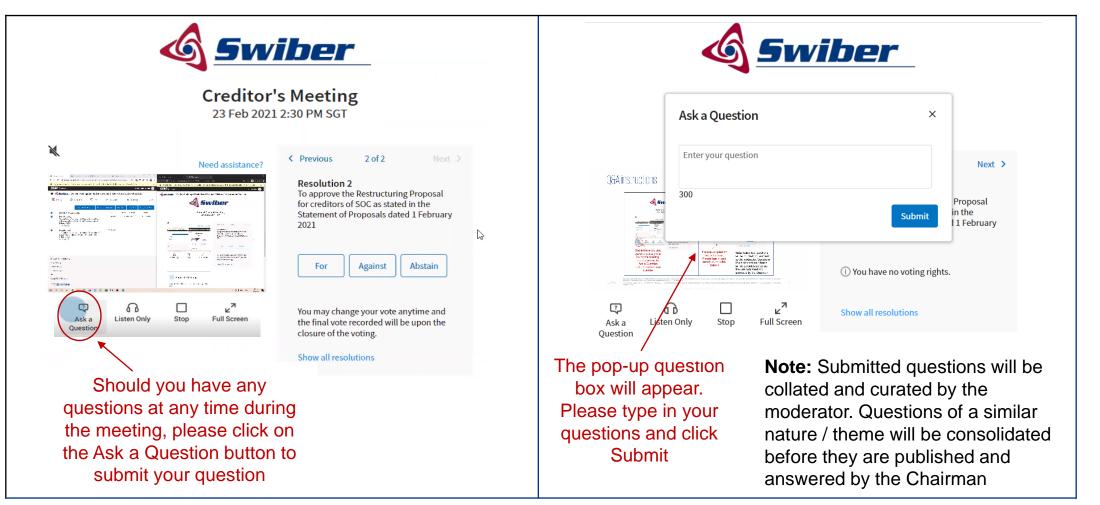




QAA Session

QGA INStructions

Please note that the JMs may not be able to answer all questions posed owing to time constraints. The JMs will answer highlighted questions with the most relevance to the general body of creditors.







Resolutions for voting

Resolutions for voting Restructuring Proposal

6 Restructuring Proposal

The Restructuring Proposal set out below is for the consideration of creditors of both SHL and SOC:

- (i) the transactions contemplated under the IA, including without limitation:
 - the Proposed Investment (further details of which are set out under section 4.3.1);
 - (b) the Internal Restructuring (further details of which are set out under section 4.3.2);
 - (c) the Debt Restructuring (further details of which are set out under section 4.3.3); and
 - (d) the issuance of New Swiber Shares to key management, professional service providers and SHL's existing shareholders (further details of which are set out under section 4.3.4); and
- (ii) the allocation of Creditors Shares for the benefit of SHL and SOC's Unsecured Creditors, at approximately 12.2% and 1.8% respectively, of New Swiber's enlarged total issued shares immediately following New Swiber Closing (further details of which are set out in section 6.2.1).

<u>SOP reference</u>: Section 6: Restructuring Proposal



Restructuring Proposal - SHL

Conditionality

Important information on the resolution relating to the Restructuring Proposal for Unsecured Creditors of SHL:

- —The SHL Creditors' Restructuring Proposal Resolution is <u>not conditional</u> upon the passing of the SOC Creditors' Restructuring Proposal Resolution
- —If the SHL Creditors' Restructuring Proposal Resolution is passed, SHL will proceed with the implementation of the Restructuring Proposal, even if the SOC Creditors' Restructuring Proposal Resolution is not passed, but none of the Creditors Shares will be allocated for the benefit of SOC's Unsecured Creditors

Criteria

A majority in number <u>and</u> value of creditors present and voting (either in person or by proxy), whose claims have been admitted by the JMs for voting purposes is required to approve the resolutions

Scrutineer

An independent party, Daryl Fong from Shook Lin & Bok has kindly volunteered to be the Scrutineer for the voting process.

SOP reference:

Section 14.3 Voting outcome on resolutions relating to Restructuring Proposal Section 14.4 Approval of the Restructuring Proposal



Restructuring Proposal - SOC

Conditionality

Important information on the resolution relating to the Restructuring Proposal for Unsecured Creditors of SOC:

- —The SOC Creditors' Restructuring Proposal Resolution is <u>conditional</u> upon the SHL Creditors' Restructuring Proposal Resolution being passed
- —If the SOC Creditors' Restructuring Proposal Resolution is also passed, SOC will proceed with and participate in the Proposed Transactions to which it is a party

Criteria

A majority in number <u>and</u> value of creditors present and voting (either in person or by proxy), whose claims have been admitted by the JMs for voting purposes is required to approve the resolutions

Scrutineer

An independent party, Daryl Fong from Shook Lin & Bok has kindly volunteered to be the Scrutineer for the voting process.

SOP reference:

Section 14.3 Voting outcome on resolutions relating to Restructuring Proposal Section 14.4 Approval of the Restructuring Proposal





Voting for SHL'S Creditors

Voting for SHL's creditors Resolution for Unsecured Creditors of SHL

Resolution for SHL:

To approve the Restructuring Proposal as stated in the Statement of Proposals dated 1 February 2021





Voting for SOC's creditors

Voting for SOC's creditors Resolution for Unsecured Creditors of SOC

Resolution for SOC:

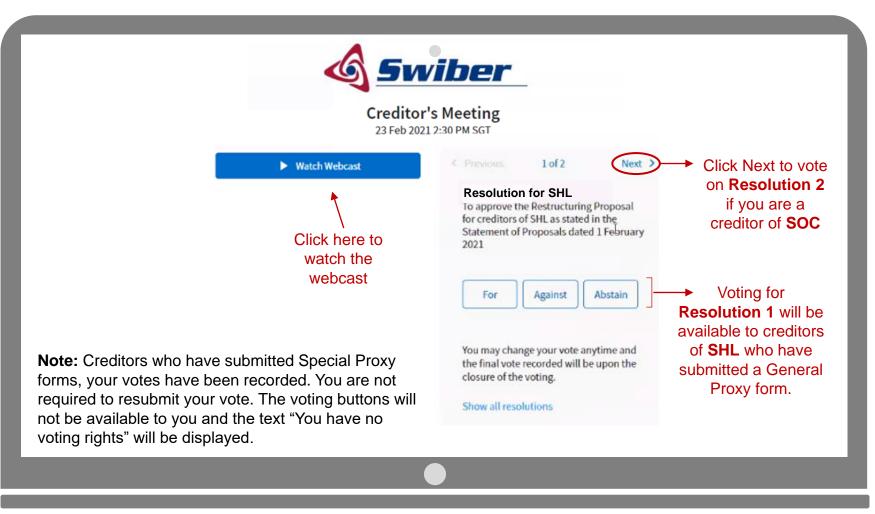
To approve the Restructuring Proposal as stated in the Statement of Proposals dated 1 February 2021





Voting instructions for SHL

Voting instructions Voting instructions for SHL





Voting instructions Voting instructions for SHL

Creditor's 23 Feb 2021 2:	
► Watch Webcast	Resolution for SHL To approve the Restructuring Proposal for creditors of SHL as stated in the Statement of Proposals dated 1 February 2021
Vote recorded —	Your "For" vote has been recorded.
To modify your vote, — click Cancel Vote and resubmit your vote.	You may change your vote anytime and the final vote recorded will be upon the closure of the voting.
Note: You may modify your vote at any time and your final vote will be recorded upon closure of the voting	Show all resolutions





Voting instructions for SOC

Voting instructions Voting instructions for SOC

Creditor'	s Meeting 2:30 PM SGT	
Watch Webcast Image: Watch Webcast Image: Click here to watch the webcast Image: Webcast Image: Creditors who have submitted Special Proxy	Previous 2 of 2 Net 3 Resolution for SOC To approve the Restructuring Proposal for creditors of SOC as stated in the Statement of Proposals dated 1 February 2021 For Against Abstain You may change your vote anytime and the final vote recorded will be upon the	Voting for Resolution 2 will be available to creditors of SOC who have aubmitted a Caparal
forms, your votes have been recorded. You are not required to resubmit your vote. The voting buttons will not be available to you and the text "You have no voting rights" will be displayed.	closure of the voting. Show all resolutions	submitted a General Proxy form.



Voting instructions Voting instructions for SOC

Creditor's 23 Feb 2021 2	
► Watch Webcast	K Previous 2 of 2 Next
	Resolution for SOC To approve the Restructuring Proposal for creditors of SOC as stated in the Statement of Proposals dated 1 February 2021
Vote recorded —	Your "For" vote has been recorded.
To modify your vote, —>	Cancel Vote
click Cancel Vote and resubmit your vote.	You may change your vote anytime and the final vote recorded will be upon the closure of the voting.
Note: You may modify your vote at any time and your final vote will be recorded upon closure of the voting	Show all resolutions





Intermission

Intermission



Voting will close at 4.20pm SG



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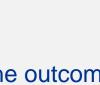
Meeting will resume at **5.20pm SG** and the outcome of the voting will be **declared**





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The outcome of the voting will be announced on SGXNET and sent by email to all creditors present at the Creditors' Meeting









Voting results



Voting results - SHL

Voting results Resolution for Unsecured Creditors of SHL

A majority in number and value of creditors present and voting (either in person or by proxy), whose claims have been admitted by the JMs for voting purposes is required to approve the resolutions

Resolution for SHL

To approve the Restructuring Proposal as stated in the Statement of Proposals dated 1 February 2021

Results - Resolution for SHL

	For	Against	Total	Abstained
Total number	8	1	9	1
% in number	88.89%	11.11%	100.00%	N/A
Total value (US\$)	592,802,149.72	182,415.00	592,984,564.72	23,534,471.71
% in value	99.97%	0.03%	100.00%	N/A







Voting results - SOC

Voting results Resolution for Unsecured Creditors of SOC

A majority in number and value of creditors present and voting (either in person or by proxy), whose claims have been admitted by the JMs for voting purposes is required to approve the resolutions

Resolution for SOC						
To approve the Restructuring Proposal as stated in the Statement of Proposals dated 1 February 2021						
Results - Resolution for SOC						
	For	Against	Total	Abstained		
Total number	26	1	27	6		
% in number	96.30%	3.70%	100.00%	N/A		
Total value (US\$)	435,911,248.78	4,872,404.43	440,783,653.21	5,304,389.82		
% in value	98.89%	1.11%	100.00%	N/A		



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Thank you



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