

CIRCULAR DATED 16 JULY 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

If you have sold or transferred all your shares in the capital of Vallianz Holdings Limited ("**Company**"), you should immediately forward this Circular, Notice of Extraordinary General Meeting and the Proxy Form enclosed herewith immediately to the purchaser or the transferee or the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to such purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company held through the Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee.

This Circular has been reviewed by the Company's Sponsor, Provenance Capital Pte. Ltd., for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") listing manual Section B: Rules of Catalyst: It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Faye Chong, Director (Corporate Finance), who can be contacted at 96 Robinson Road, #13-01, SIF Building, Singapore 068899, telephone: (65) 6227 5810, email: faye-chong@provenancecapital.com.



VALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 199206945E)

CIRCULAR TO SHAREHOLDERS

in relation to:

**THE PROPOSED ADDITION OF SHIPBUILDING SERVICES AS A
RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE**



ZICO CAPITAL PTE. LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 201613589E)

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	29 July 2023 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	31 July 2023 at 11.00 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day)
Place of Extraordinary General Meeting	:	1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632

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DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply throughout:

"2022 AGM"	The annual general meeting of the Company held on 22 July 2022
"Associate"	: (a) in relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) in relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"AGM"	: Annual general meeting of the Company
"associated company"	: A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group
"Audit Committee"	: The audit committee of the Company comprising Mr Bote de Vries (Lead Independent Director), Mr Chong Chee Keong Chris (Independent Director) and Mr Osman Ibrahim (Non-Executive Non-Independent Chairman), as at the Latest Practicable Date
"Board"	: The board of Directors of the Company, as at the Latest Practicable Date
"Catalist"	: The sponsor-supervised listing platform of the SGX-ST
"Catalist Rules"	: SGX-ST listing manual Section B: Rules of Catalist, as amended, supplemented or modified from time to time
"CDP"	: The Central Depository (Pte) Limited
"CEO"	: Chief executive officer
"Circular"	: This circular to Shareholders dated 16 July 2023
"Companies Act"	: Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
"Company"	: Vallianz Holdings Limited
"Constitution"	: The constitution of the Company for the time being in force as originally framed, or as amended or modified from time to time
"Controlling Shareholder"	: A person who: (a) in fact exercises control over a company; or (b) holds, directly or indirectly, 15% or more of the nominal amount of all voting shares, excluding treasury shares, in the Company, unless the SGX-ST determines otherwise

DEFINITIONS

"Directors"	:	The directors of the Company
"EGM"	:	Extraordinary general meeting of the Company
"Group"	:	The Company and its subsidiaries
"IFA" or "Independent Financial Adviser" or "ZICO Capital"	:	The independent financial adviser to the Directors who are deemed independent in respect of the Proposed Resolution, being ZICO Capital Pte. Ltd.
"IFA Letter"	:	The IFA's letter to the Recommending Directors in respect of the Proposed Resolution, dated 16 July 2023 as appended in Appendix 1 of this Circular
"Independent Director"	:	An independent director of the Company
"Independent Shareholders"	:	Shareholders who are deemed independent of the Proposed Resolution
"Interested Person"	:	A director, chief executive officer or controlling shareholder of the Company, or an associate of any such director, chief executive officer or controlling shareholder
"Interested Person Transaction" or "IPT"	:	A transaction between an entity at risk and an Interested Person
"IPT Mandate Renewal Circular"		Circular to Shareholders dated 16 July 2023 in relation to: (a) the proposed renewal of the Shareholders' mandate for Interested Person Transactions with the RHC Group; and (b) The proposed renewal of the Shareholders' mandate for Interested Person Transactions with the HOL Group
"Latest Practicable Date"	:	10 July 2023, being the latest practicable date prior to the despatch of this Circular
"Notice of EGM"	:	The notice of the EGM dated 16 July 2023 which is set out on pages N-1 to N-3 of this Circular
"Proposed Resolution"	:	The ordinary resolution to seek Independent Shareholders' approval at the EGM to be held on 31 July 2023 for the proposed addition of Shipbuilding Services as a RHC Mandated Transaction under the RHC IPT Mandate
"Proxy Form"		The proxy form in respect of the EGM as attached to this Circular
"Recommending Directors"	:	The Directors who are deemed independent for the purpose of recommending the Proposed Resolution, namely Mr Ling Yong Wah, Mr Bote De Vries and Mr Chong Chee Keong Chris
"RHC"	:	Rawabi Holding Company Limited
"RHC Group"		RHC and its subsidiaries
"RHC IPT Mandate"	:	The general mandate given by Shareholders for the RHC Mandated Transactions which was first approved at the April 2021 EGM and last renewed at the 2022 AGM
"RHC Mandated Transactions"	:	The categories of IPTs listed in the RHC IPT Mandate
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholder"		Shareholder of the Company

DEFINITIONS

"Shares"	:	Ordinary shares in the capital of the Company
"Shipbuilding Services"	:	Shipbuilding and related services
"SHL"	:	Swiber Holdings Limited (In Liquidation)
"Sponsor"		Provenance Capital Pte. Ltd.
"Substantial Shareholder"	:	A person (including a corporation) who has an interest in not less than 5% of the issued Shares
"%" or "per cent."	:	Per centum or percentage

The terms **"depositor"**, **"Depository Register"** and **"depository agent"** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or Catalist Rules or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act or Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of a day in this Circular shall be a reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

VALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199206945E)

Directors:

Mr Osman Ibrahim (Non-Executive and Non-Independent Chairman)
Mr Ling Yong Wah (Executive Director and CEO)
Mr Bote De Vries (Non-Executive Lead Independent Director)
Mr Chong Chee Keong Chris (Non-Executive Independent Director)

Registered Office:

1 HarbourFront Avenue
#06-08 Keppel Bay Tower
Singapore 098632

16 July 2023

TO: THE SHAREHOLDERS OF VALLIANZ HOLDINGS LIMITED

Dear Sir / Madam,

THE PROPOSED ADDITION OF SHIPBUILDING SERVICES AS A RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE**1. INTRODUCTION**

The Company proposes to include the provision of Shipbuilding Services to the RHC Group as an additional RHC Mandated Transaction under the RHC IPT Mandate.

The above inclusion of Shipbuilding Services as an additional RHC Mandated Transaction, and the inclusion of separate guidelines and review procedures for determining prices or value of such transactions and approval thresholds, are considered as amendments to the existing RHC IPT Mandate, and hence, subject to the approval of Independent Shareholders' approval at an extraordinary general meeting in compliance with Catalist Rule 920(1)(b).

The Directors are therefore convening an EGM on 31 July 2023 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day) to seek Independent Shareholders' approval for the Proposed Resolution.

The purpose of this Circular is to provide Shareholders with all necessary information relating to, and to seek Independent Shareholders' approval for, the Proposed Resolution to be tabled at the EGM. The Notice of EGM is set out on pages N1 – N3 of this Circular.

The SGX-ST assumes no responsibility for the accuracy, completeness or correctness of any information, statements, opinions made or reports contained in this Circular.

2. CHAPTER 9 OF THE CATALIST RULES

The inclusion of Shipbuilding Services as an additional RHC Mandated Transaction, and the inclusion of separate guidelines and review procedures for determining prices or value of such transactions and approval thresholds, are considered as amendments to the existing RHC IPT Mandate.

Hence, in compliance with Catalist Rule 920(1)(b), the Audit Committee and the Board of Directors of the Company propose to put forth the above for Independent Shareholders' approval at the EGM. In addition, the Company has appointed ZICO Capital as the IFA to opine on whether the guidelines and review procedures for determining prices or value of the Shipbuilding Services are sufficient to ensure that the Shipbuilding Services will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

LETTER TO SHAREHOLDERS

3. THE PROPOSED ADDITION OF SHIPBUILDING SERVICES AS A RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE

3.1 Overview

The Company has in place the RHC IPT Mandate for recurrent transactions with the RHC Group, the Controlling Shareholder of the Company, in respect of various categories of RHC Mandated Transactions, summarised as follows:

- (a) rental of premises from the RHC Group;
- (b) obtaining corporate services from the RHC Group;
- (c) other paragraph (b) above, obtaining other goods and services from the RHC Group;
- (d) chartering of vessels from the RHC Group;
- (e) chartering of vessels to the RHC Group; and
- (f) provision of project management services to the RHC Group ("**Project Management Services to RHC Group**").

The RHC IPT Mandate was first approved by Independent Shareholders at the EGM held on 27 April 2021 and last renewed at the 2022 AGM. The RHC IPT Mandate is presently being put forth for renewal at the forthcoming AGM to be held on 31 July 2023.

Details of the RHC IPT Mandate, including information on the RHC Mandated Transactions, the rationale for, and the benefits to, the Company, the guidelines and review procedures for the RHC Mandated Transactions and other relevant information are set out in Appendix 1 to the IPT Mandate Renewal Circular dated 16 July 2023.

3.2 Shipbuilding Services as an additional RHC Mandated Transaction

The Group had from time to time received orders from the RHC Group to provide Shipbuilding Services to the RHC Group. Such services had in the past been included under the category "Project Management Services to RHC Group" which includes project management and consultancy services like feasibility studies, special investigations, technical advice and interface between various parties and the procurement and/or provision of vessels, equipment and materials for such projects.

In recent times, the Group had received a significant increase in orders for such Shipbuilding Services from the RHC Group. In anticipation of such Shipbuilding Services from the RHC Group becoming a material recurrent transaction in terms of the value and nature of the contracts, the Group wishes to have a separate category of RHC Mandated Transaction for such Shipbuilding Services to the RHC Group instead of being included under the category "Project Management Services to RHC Group". Shipbuilding Services as a separate category of RHC Mandated Transaction with the appropriate guidelines and review procedures for determining prices or value of such transactions, and approval thresholds will provide the Company with better internal monitoring of such recurring IPTs.

The Directors believe that the provision of Shipbuilding Services to the RHC Group is in the interest of the Group as it will enable the Group to widen and deepen its shipbuilding capabilities and technical knowledge, market share and network, and enjoy economies of scale in the shipbuilding industry.

Following the approval by the Independent Shareholders at the EGM, Shipbuilding Services will become a RHC Mandated Transaction under category (g), as follows:

- (a) rental of premises from the RHC Group;
- (b) obtaining corporate services from the RHC Group;
- (c) obtaining other goods and services from the RHC Group;
- (d) chartering of vessels from the RHC Group;
- (e) chartering of vessels to the RHC Group;
- (f) provision of project management services to the RHC Group; and
- (g) provision of shipbuilding and related services to the RHC Group.

LETTER TO SHAREHOLDERS

In addition, upon the approval for the renewal of the RHC IPT Mandate at the AGM and the approval for the Shipbuilding Services as an additional RHC Mandated Transaction at the EGM, such RHC IPT Mandate (including the Shipbuilding Services) will take effect from the date of passing of the respective ordinary resolutions relating thereto and will (unless revoked or varied by the Company in general meeting) continue to be in force until the date on which the next AGM is held or is required by law to be held.

Thereafter, approval from Shareholders for subsequent renewal of the RHC IPT Mandate (which will include the Shipbuilding Services) will be sought at each subsequent AGM. RHC and its associates will abstain from voting on such resolution for the renewal of the RHC IPT Mandate. In addition, RHC and its associates shall not act as proxies in relation to the ordinary resolution unless specific voting instructions have been given by the relevant Shareholder.

3.3 Guidelines and review procedures for Shipbuilding Services

The Group has implemented guidelines and review procedures, approval process and approval thresholds, and additional guidelines and review procedures for the RHC Mandated Transactions pursuant to the RHC IPT Mandate to ensure that the RHC Mandated Transactions are undertaken on normal commercial terms consistent with its usual business practice and policies and are not prejudicial to the interests of the Company and its minority Shareholders. These guidelines and review procedures continue to be applicable for the Shipbuilding Services as an additional RHC Mandated Transaction, where appropriate, except for the following review procedures and approval processes and thresholds:

- (a) Methods and procedures for determining prices or value for the Shipbuilding Services; and
- (b) Approval processes and thresholds for the Shipbuilding Services.

In accordance with Catalist Rule 909, the term “value” in relation to the Shipbuilding Services shall mean the amount at risk to the Group.

3.3.1 Methods and procedures for determining prices or value for the Shipbuilding Services

When providing Shipbuilding Services to the RHC Group, the fees charged by the Group shall be based on the Group’s usual business practices and pricing policies, and on terms which are no more favourable to the RHC Group than commercial terms extended to unrelated third-party customers (including, where applicable, preferential rates, prices or discounts accorded to customers or for high volume or high value shipbuilding contracts).

The Group will endeavour to compare the terms of the Shipbuilding Services to the RHC Group with at least two (2) recent contracts or agreements of a similar nature and vessel specifications (if available) entered into by the Group with unrelated third-party customers, to determine that the transaction price and terms offered to the RHC Group by the Group are fair and reasonable and comparable to those offered to the unrelated third parties. Other factors such as, but not limited to, delivery schedules to be met, vessel specifications, credit terms, reliability and credit worthiness of customer, shipbuilding and material costs, potential for future business and rebates or discounts accorded, will also be taken into consideration.

From time to time and due to resource limitations, the Group may outsource its Shipbuilding Services to unrelated third-party shipyards or shipbuilders. In such situation, the Group will compare the terms of the Shipbuilding Services provided to the RHC Group with such outsourcing contracts or agreements entered into by the Group with the unrelated third-party shipyards or shipbuilders.

The terms of the Shipbuilding Services offered to the RHC Group shall take into consideration such outsourcing costs and reasonable margins for value-add services provided by the Group to the RHC Group, to ensure that the terms of the Shipbuilding Services offered to the RHC Group shall be at normal commercial terms and not on more preferential terms to the RHC Group.

LETTER TO SHAREHOLDERS

In the event of any variation to the terms of the Shipbuilding Services, the Finance Director or Financial Controller equivalent shall provide the basis and justification for such variation. The Review Committee (as defined below) shall review any such variation to ensure that the Shipbuilding Services continue to be made on the Group's normal commercial terms.

The Review Committee shall comprise two Directors (including at least one Executive Director) and the Head of Compliance of the Company, each of whom shall not have any direct or indirect interest in the transaction.

In the event that it is not possible to compare the terms of the Shipbuilding Services with the RHC Group with those quoted to unrelated third-party customers, the Review Committee will evaluate and weigh the benefits of, and rationale for, entering into the transactions before submitting a written recommendation to the Audit Committee. In its recommendation, the Review Committee will include in its considerations the benefits derived by the Group in providing such Shipbuilding Services to the RHC Group as compared to transacting with unrelated third-party customers. Such considerations will include but are not limited to, existing shipyard capacity, order book, delivery schedule, resource availability, vessel specifications, credit terms, reliability and credit worthiness of customer, shipbuilding and material costs, potential for future business and rebates or discounts accorded. The Audit Committee will evaluate the recommendation of the Review Committee and take into account prevailing industry norms (including the reasonableness of the terms) before deciding whether to approve or reject the transactions.

3.3.2 Approval processes and thresholds for the Shipbuilding Services

The Group will monitor all Shipbuilding Services transactions with the RHC Group and categorise them as follows:

- (i) Category 1 Transaction is one where the value thereof is less than US\$20 million;
- (ii) Category 2 Transaction is one where the value thereof is equal to or more than US\$20 million but less than US\$40 million; and
- (iii) Category 3 Transaction is one where the value thereof is equal to or more than US\$40 million.

Category 1 Transaction shall be approved by the Finance Director or Financial Controller equivalent, together with a Director. Category 2 Transaction shall be approved by the Finance Director or Financial Controller equivalent, together with two Directors, all of whom, shall not have any interests, whether direct or deemed, in relation to the RHC Group or to the RHC Mandated Transaction. Category 3 Transaction shall be submitted by the Group for prior approval by majority members of the Audit Committee who shall not have any interest, whether direct or deemed, in relation to the RHC Group or to the RHC Mandated Transaction.

The above approval threshold limits take into account, *inter alia*, past transactions of similar nature with the RHC Group and expected future volume, frequency and size of Shipbuilding Services with the RHC Group.

4. OPINION OF THE INDEPENDENT FINANCIAL ADVISER

Pursuant to Chapter 9 of the Catalist Rules, ZICO Capital was appointed as the IFA to opine on whether the guidelines and review procedures for determining prices or value of the Shipbuilding Services to be included under the RHC IPT Mandate are sufficient to ensure that the Shipbuilding Services will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

A copy of the IFA Letter dated 16 July 2023 is set out in Appendix 1 to this Circular. Shareholders are advised to read the IFA Letter carefully.

LETTER TO SHAREHOLDERS

The opinion of the IFA is summarised in Section 4 of the IFA Letter and is reproduced below:

"Having considered, inter alia, the rationale and benefits of the inclusion of the Shipbuilding Services under the RHC IPT Mandate, the guidelines and review procedures of the Company for determining prices or value of the Shipbuilding Services, the role of the Audit Committee of the Company in enforcing the RHC IPT Mandate (including the Shipbuilding Services), the requirements for disclosure to Shareholders pursuant to Rule 920(1)(a) of the Catalist Rules, we are of the opinion that the guidelines and review procedures for determining prices or value of the Shipbuilding Services as set out under Section 3.3 of the Circular, if adhered to, are sufficient to ensure that the Shipbuilding Services will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders."

In rendering its opinion and advice, the IFA has not taken into consideration the specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any individual Shareholder or any specific group of Shareholders. Accordingly, any individual Shareholder or group of Shareholders who may require specific advice in relation to his or their investment portfolio(s) should consult his or their legal, financial, tax or other professional adviser.

5. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee, having reviewed, *inter alia*, the information relating to the Proposed Resolution, including rationale for and benefits of Shipbuilding Services as an additional RHC Mandated Transaction under the RHC IPT Mandate, the guidelines and review procedures as set out in Section 3.3 of this Circular, and the opinion and advice of the IFA as set out in Appendix 1 to this Circular, is satisfied that the guidelines and review procedures established by the Company for determining transaction prices for the Shipbuilding Services, if adhered to, are sufficient to ensure that the IPTs conducted thereunder will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are as follows:

	<u>Direct Interest</u>		<u>Deemed Interest</u>	
	<u>Number of Shares</u>	<u>%</u>	<u>Number of Shares</u>	<u>%</u>
Directors				
Mr Osman Ibrahim	1,033,333	0.09	–	–
Mr Ling Yong Wah	1,526,146	0.13	–	–
Mr Bote De Vries	136,666	0.01	–	–
Mr Chong Chee Keong Chris	–	–	–	–
Substantial Shareholders				
RHC	723,106,389	59.68	–	–
SHL ⁽¹⁾	353,439,725	29.17	8,382,620	0.69

Note:

(1) By virtue of Section 4 of the Securities and Futures Act, 2001, SHL is deemed to have an interest in the Shares held by its wholly-owned subsidiary, Swiber Corporate Pte. Ltd. (In Creditors' Voluntary Liquidation).

Save for Mr Osman Ibrahim and RHC, none of the Directors or Substantial Shareholders and their respective associates have any interest, direct or indirect, in the Proposed Resolution (other than through their respective shareholdings in the Company, if any).

LETTER TO SHAREHOLDERS

7. DIRECTORS' RECOMMENDATION

Save for Mr Osman Ibrahim, all the Directors are deemed independent for the purposes of the Proposed Resolution. Accordingly, Mr Osman Ibrahim has abstained from deliberating and making any recommendation to Shareholders in relation to the Proposed Resolution, as a Director of the Company.

Having considered, among others, the rationale for and benefits of including Shipbuilding Services as an additional RHC Mandated Transaction under the RHC IPT Mandate, the guidelines and review procedures as set out in Section 3.3 of this Circular, and the opinion and advice of the IFA as set out in Appendix 1 to this Circular, the Directors are of the opinion that the Proposed Resolution is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Proposed Resolution at the EGM.

8. ABSTENTION FROM VOTING

In accordance with Catalist Rule 919, RHC shall abstain from, and procure that its associates abstain from, voting at the EGM, whether by representative or proxy, in respect of the Proposed Resolution, and shall decline to accept appointment as proxy to attend and vote at the EGM for other Shareholders in respect of the Proposed Resolution, unless the Shareholders concerned have given specific instructions as to the manner in which their votes are to be cast.

9. CONSENT

The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name, the IFA Letter and all references thereto in the form and context in which it appears in this Circular and to act in such capacity in relation to this Circular.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Resolution, including the guidelines and review procedures in respect of the Shipbuilding Services as an additional RHC Mandated Transaction under the RHC IPT Mandate, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 1 HarbourFront Avenue #06-08 Keppel Bay Tower Singapore 098632 during normal business hours from the date of this Circular and up to and including the date of the EGM:

- (a) The IFA Letter; and
- (b) The letter of consent from the IFA.

Yours faithfully,
For and on behalf of the Board of Directors of
VALLIANZ HOLDINGS LIMITED

Ling Yong Wah
Executive Director and CEO

APPENDIX 1 - LETTER FROM THE IFA TO THE RECOMMENDING DIRECTORS IN RESPECT OF THE PROPOSED ADDITION OF SHIPBUILDING SERVICES AS A RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE

16 July 2023

Vallianz Holdings Limited
1 Harbourfront Avenue
#06-08, Keppel Bay Tower
Singapore 098632

To: The Directors of Vallianz Holdings Limited who are regarded as independent of the RHC IPT Mandate (as defined herein)

Mr. Ling Yong Wah (Executive Director and Chief Executive Officer)
Mr. Bote de Vries (Non-Executive Lead Independent Director)
Mr. Chong Chee Keong Chris (Non-Executive Independent Director)

(collectively, the “**Recommending Directors**”)

Dear Sirs,

INDEPENDENT FINANCIAL ADVISER’S LETTER TO THE RECOMMENDING DIRECTORS IN RESPECT OF THE PROPOSED ADDITION OF SHIPBUILDING SERVICES TO RAWABI HOLDING COMPANY LIMITED (“RHC”) AND ITS SUBSIDIARIES (COLLECTIVELY, “RHC GROUP”) AS A RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE (THE “RHC IPT MANDATE”)

*Unless otherwise defined or the context otherwise requires, all capitalised terms used in this letter shall have the same meaning as defined in the circular to shareholders of Vallianz Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) dated 16 July 2023 in respect of the proposed addition of Shipbuilding Services as a RHC Mandated Transaction under the RHC IPT Mandate (the “**Circular**”).*

1. INTRODUCTION

The Company has in place the RHC IPT Mandate for recurrent transactions with the RHC Group, the Controlling Shareholder of the Company, summarised as follows:

- (a) rental of premises from the RHC Group;
- (b) obtaining corporate services from the RHC Group;
- (c) other than paragraph (b) above, obtaining other goods and services from the RHC Group;
- (d) chartering of vessels from the RHC Group;
- (e) chartering of vessels to the RHC Group; and
- (f) provision of project management services to the RHC Group.

(collectively, the “**RHC Mandated Transactions**”)

The RHC IPT Mandate was first approved by Independent Shareholders at the EGM held on 27 April 2021 and last renewed at the 2022 AGM. The RHC IPT Mandate is presently being put forth for renewal at the forthcoming AGM to be held on 31 July 2023.

APPENDIX 1 - LETTER FROM THE IFA TO THE RECOMMENDING DIRECTORS IN RESPECT OF THE PROPOSED ADDITION OF SHIPBUILDING SERVICES AS A RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE

Details of the RHC IPT Mandate, including information on the RHC Mandated Transactions, the rationale for, and the benefits to, the Company, the guidelines and review procedures for the RHC Mandated Transactions and other relevant information are set out under Appendix 1 of the IPT Mandate Renewal Circular dated 16 July 2023.

The proposed addition of Shipbuilding Services as a RHC Mandated Transaction under the RHC IPT Mandate

The Company is convening an extraordinary general meeting to seek Shareholders' approval for the inclusion of a new and separate category of recurring interested person transactions with the RHC Group, being the Shipbuilding Services, to be covered under the RHC IPT Mandate.

In accordance with Chapter 9 of the Catalist Rules, the Company has appointed ZICO Capital Pte. Ltd. ("**ZICO Capital**") as the independent financial adviser (the "**IFA**") to express an opinion on whether the guidelines and review procedures of the Company for determining prices or value of the Shipbuilding Services are sufficient to ensure that the Shipbuilding Services will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

This IFA letter ("**IFA Letter**") sets out our evaluation of, and our opinion, in respect of the guidelines and review procedures relating to the Shipbuilding Services under the RHC IPT Mandate. This IFA Letter has been prepared in accordance with Rule 920(1)(b)(v) of the Catalist Rules for inclusion in the Circular and for the use and benefit of the Recommending Directors in connection with and for the purpose of them considering the inclusion of the Shipbuilding Services under the RHC IPT Mandate, and their recommendation(s) to minority Shareholders arising thereof.

2. TERMS OF REFERENCE

ZICO Capital has been appointed as the IFA to the Recommending Directors to express an opinion, for the purposes of Chapter 9 of the Catalist Rules, on whether the guidelines and review procedures for determining the prices or value of the Shipbuilding Services to be included under the RHC IPT Mandate, are sufficient to ensure that the Shipbuilding Services will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

We were not involved in or responsible for, any aspects of the negotiations in relation to the Shipbuilding Services and the inclusion of such transactions under the RHC IPT Mandate, nor were we involved in the deliberations leading up to the decision on the part of the Directors to include the Shipbuilding Services under the RHC IPT Mandate. Accordingly we do not, by this IFA Letter, warrant the merits of the Shipbuilding Services and the RHC IPT Mandate other than to express an opinion on whether the guidelines and review procedures for determining the prices or value of the Shipbuilding Services, are sufficient to ensure that the Shipbuilding Services will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

For the purpose of arriving at our opinion, we have considered the guidelines and review procedures of the Company for determining the prices or value of the Shipbuilding Services and the additional guidelines and review procedures set out in the RHC IPT Mandate, but our terms of reference do not require us to evaluate or comment on the rationale for, legal, strategic and commercial risks and/or merits (if any) of the Shipbuilding Services or the RHC IPT Mandate, or on the future financial performance or prospects of the Group, or to compare the relative merits of the Shipbuilding Services or the RHC IPT Mandate with alternative transactions considered by

APPENDIX 1 - LETTER FROM THE IFA TO THE RECOMMENDING DIRECTORS IN RESPECT OF THE PROPOSED ADDITION OF SHIPBUILDING SERVICES AS A RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE

the Company (if any) or which may otherwise be available to the Company currently or in the future, and we have not made such evaluations or comments. Such evaluations or comments shall remain the responsibility of the directors (“**Directors**”) and the management (“**Management**”) of the Company although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this IFA Letter.

In the course of our evaluation of the guidelines and review procedures for determining the prices or value of the Shipbuilding Services to be included under the RHC IPT Mandate, we have held discussions with certain Directors and the Management of the Company and have also examined and relied to a considerable extent on the information set out in the Circular, other publicly available information collated by us as well as information, representations, opinions, facts and statements, both written and verbal, provided to us by the Directors and the Management of the Company. Whilst care has been exercised in reviewing the information upon which we have relied, we have not independently verified such information or representations, whether written or verbal, and accordingly cannot and do not make any warranty or representation, expressed or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information or representations. We have, however, made such reasonable enquiries and exercised judgement (as we deemed necessary) on the reasonable use of such information and representations, and have found no reason to doubt the accuracy or reliability of such information and representations.

The Directors and the Management (including those who may have delegated detailed supervision of the Circular) have confirmed that (a) all material information available to them in connection with the Shipbuilding Services and the RHC IPT Mandate has been disclosed in the Circular; (b) such information is true and accurate in all material respects; and (c) there is no other information or fact, the omission of which would cause any information disclosed in the Circular to be inaccurate, incomplete or misleading in any material respect. The Directors have jointly and severally accepted full responsibility for such information described herein.

Save as disclosed, all information relating to the Group, the Shipbuilding Services and the RHC IPT Mandate that we have relied upon in arriving at our opinion has been obtained from the Circular, publicly available information, the Directors and/or the Management. We have not held any discussions with the directors and/or management of the RHC Group and we have not independently assessed and do not warrant or accept any responsibility as to whether the aforementioned information adequately represents a true and fair position of the financial, operational and business affairs of the Group at any time or as at 10 July 2023 (“**Latest Practicable Date**”).

Our opinion as set out in this IFA Letter is based upon market, economic, industry, monetary and other applicable conditions prevailing on, as well as information made available to us as at, the Latest Practicable Date. Such conditions and information may change significantly over a short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent developments after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should take note of any announcements which may be released by the Company after the Latest Practicable Date which are relevant to the Shipbuilding Services and/or the RHC IPT Mandate or other related corporate actions.

In rendering our opinion, we have not had regard to the specific investment objectives, financial situation, tax position, risk profile or unique needs and constraints of any Shareholder or any specific group of Shareholders. As different Shareholders would have different investment profiles and objectives, we recommend that any individual Shareholder or specific group of Shareholders who may require specific advice in relation to his or their investment objective(s) or portfolio(s) should consult his or their legal, financial, tax or other professional advisers.

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The Company has been separately advised by its own advisers in the preparation of the Circular (other than this IFA Letter). We have had no role or involvement and have not provided any advice (financial or otherwise) whatsoever in the preparation, review and verification of the Circular (other than this IFA Letter). Accordingly, we accept no responsibility for, and express no views, whether expressed or implied, on the contents of the Circular (except for this IFA Letter and the extract of our opinion in the Circular).

Our opinion and the IFA Letter have been prepared pursuant to Rule 920(1)(b)(v) of the Catalist Rules, as well as for the use and benefit of the Recommending Directors in connection with and for the purpose of them considering the inclusion of the Shipbuilding Services under the RHC IPT Mandate, and for inclusion in the Circular. The recommendation to be made by the Recommending Directors shall remain their responsibility.

Whilst a copy of this IFA Letter may be reproduced in the Circular and made available for inspection at the Company's registered office as set out under Section 11 of the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any purposes (other than for the purposes of considering the inclusion of the Shipbuilding Services under the RHC IPT Mandate) at any time and in any manner without the prior written consent of ZICO Capital.

Our opinion in relation to the guidelines and review procedures for determining the prices or value of the Shipbuilding Services to be included in the RHC IPT Mandate should be considered in the context of the entirety of this IFA Letter and the Circular.

3. SHIPBUILDING SERVICES AS RHC MANDATED TRANSACTIONS

3.1 Rationale for and benefits of the inclusion of the Shipbuilding Services under the RHC IPT Mandate

The rationale for and benefits of the inclusion of the Shipbuilding Services as RHC Mandated Transactions under the RHC IPT Mandate are set out under Section 3.2 of the Circular, and are extracted and replicated in *italics* below.

"The Group had from time to time received orders from the RHC Group to provide Shipbuilding Services to the RHC Group. Such services had in the past been included under the category "Project Management Services to RHC Group" which includes project management and consultancy services like feasibility studies, special investigations, technical advice and interface between various parties and the procurement and/or provision of vessels, equipment and materials for such projects.

In recent times, the Group had received a significant increase in orders for such Shipbuilding Services from the RHC Group. In anticipation of such Shipbuilding Services from the RHC Group becoming a material recurrent transaction in terms of the value and nature of the contracts, the Group wishes to have a separate category of RHC Mandated Transaction for such Shipbuilding Services to the RHC Group instead of being included under the category "Project Management Services to RHC Group". Shipbuilding Services as a separate category of RHC Mandated Transaction with the appropriate guidelines and review procedures for determining prices or value of such transactions, and approval thresholds will provide the Company with better internal monitoring of such recurring IPTs.

The Directors believe that the provision of Shipbuilding Services to the RHC Group is in the interest of the Group as it will enable the Group to widen and deepen its shipbuilding capabilities

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and technical knowledge, market share and network, and enjoy economies of scale in the shipbuilding industry.”

3.2 Classes of interested persons for the purposes of the Shipbuilding Services

It is noted that there is no change to the classes of interested persons for the purposes of the Shipbuilding Services *vis-à-vis* those set out in the RHC IPT Mandate, being the RHC Group.

RHC is a controlling shareholder holding 723,106,389 Shares as at the Latest Practicable Date, representing an interest of approximately 59.68% in the share capital of the Company.

3.3 The Shipbuilding Services

Further details on the Shipbuilding Services are set out under Section 3.2 of the Circular, and Shareholders are advised to read the information carefully.

3.4 Guidelines and review procedures for determining prices or value of the Shipbuilding Services

Provision of Shipbuilding Services to the RHC Group

When providing Shipbuilding Services to the RHC Group, the fees charged by the Group shall be based on the Group's usual business practices and pricing policies, and on terms which are no more favourable to the RHC Group than commercial terms extended to unrelated third-party customers (including, where applicable, preferential rates, prices or discounts accorded to customers or for high volume or high value shipbuilding contracts).

The Group will endeavour to compare the terms of the Shipbuilding Services to the RHC Group with at least two (2) recent contracts or agreements of a similar nature and vessel specifications (if available) entered into by the Group with unrelated third-party customers, to determine that the transaction price and terms offered to the RHC Group by the Group are fair and reasonable and comparable to those offered to the unrelated third parties. Other factors such as, but not limited to, delivery schedules to be met, vessel specifications, credit terms, reliability and credit worthiness of customer, shipbuilding and material costs, potential for future business and rebates or discounts accorded, will also be taken into consideration.

From time to time and due to resource limitations, the Group may outsource its Shipbuilding Services to unrelated third-party shipyards or shipbuilders. In such situation, the Group will compare the terms of the Shipbuilding Services provided to the RHC Group with such outsourcing contracts or agreements entered into by the Group with the unrelated third-party shipyards or shipbuilders.

The terms of the Shipbuilding Services offered to the RHC Group shall take into consideration such outsourcing costs and reasonable margins for value-add services provided by the Group to the RHC Group, to ensure that the terms of the Shipbuilding Services offered to the RHC Group shall be at normal commercial terms and not on more preferential terms to the RHC Group.

In the event of any variation to the terms of the Shipbuilding Services, the Finance Director or Financial Controller equivalent shall provide the basis and justification for such variation. The

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Review Committee (as defined below) shall review any such variation to ensure that the Shipbuilding Services continue to be made on the Group's normal commercial terms.

The Review Committee shall comprise two Directors (including at least one Executive Director) and the Head of Compliance of the Company, each of whom shall not have any direct or indirect interest in the transaction.

In the event that it is not possible to compare the terms of the Shipbuilding Services with the RHC Group with those quoted to unrelated third-party customers, the Review Committee will evaluate and weigh the benefits of, and rationale for, entering into the transactions before submitting a written recommendation to the Audit Committee. In its recommendation, the Review Committee will include in its considerations the benefits derived by the Group in providing such Shipbuilding Services to the RHC Group as compared to transacting with unrelated third-party customers. Such considerations will include but are not limited to, existing shipyard capacity, order book, delivery schedule, resource availability, vessel specifications, credit terms, reliability and credit worthiness of customer, shipbuilding and material costs, potential for future business and rebates or discounts accorded. The Audit Committee will evaluate the recommendation of the Review Committee and take into account prevailing industry norms (including the reasonableness of the terms) before deciding whether to approve or reject the transactions.

Approval process and thresholds in respect of the Shipbuilding Services

The Group will monitor all Shipbuilding Services transactions with the RHC Group and categorise them as follows:

- (i) Category 1 Transaction is one where the value thereof is less than US\$20 million;
- (ii) Category 2 Transaction is one where the value thereof is equal to or more than US\$20 million but less than US\$40 million; and
- (iii) Category 3 Transaction is one where the value thereof is equal to or more than US\$40 million.

Category 1 Transaction shall be approved by the Finance Director or Financial Controller equivalent, together with a Director. Category 2 Transaction shall be approved by the Finance Director or Financial Controller equivalent, together with two Directors, all of whom, shall not have any interests, whether direct or deemed, in relation to the RHC Group or to the RHC Mandated Transaction. Category 3 Transaction shall be submitted by the Group for prior approval by majority members of the Audit Committee who shall not have any interest, whether direct or deemed, in relation to the RHC Group or to the RHC Mandated Transaction.

The above approval threshold limits take into account, *inter alia*, past transactions of similar nature with the RHC Group and expected future volume, frequency and size of Shipbuilding Services with the RHC Group.

3.5 Additional guidelines and review procedures

The additional guidelines and review procedures for the RHC Mandated Transactions are set out under the RHC IPT Mandate, which is presently being put forth for renewal at the forthcoming AGM to be held on 31 July 2023. The RHC IPT Mandate will, upon successful renewal at the aforementioned AGM, continue to be applicable to the Shipbuilding Services. Such additional guidelines and review procedures will supplement the above guideline and review procedures, as well as approval thresholds in respect of the Shipbuilding Services.

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Such additional guidelines and review procedures are set out under Section 6 of Appendix 1 of the IPT Mandate Renewal Circular dated 16 July 2023, and are extracted and replicated in *italics* below.

- “(a) The Head of Compliance shall maintain the register of Interested Persons (as defined in the Catalist Rules) which will include the Company’s Directors, CEO and Controlling Shareholders, and their respective Associates (as defined in the Catalist Rules), and shall update the register immediately if there are any changes and review the register regularly, at least on a quarterly basis. In this regard, the Head of Compliance will proactively seek written confirmation from each of the Directors, CEO and Controlling Shareholders on a quarterly basis on their respective list of interested persons. The Directors, CEO and Controlling Shareholders are also required to inform the Head of Compliance as and when there is any change in the information with respect to their Associates that they had previously disclosed to the Company.*
- (b) Subsidiaries and associated companies of the Group are required to inform the Finance Team of any upcoming RHC Mandated Transactions so that the relevant IPT procedures can be complied with and relevant prior approvals obtained in accordance with the RHC IPT Mandate.*
- (c) All Interested Person Transactions entered into pursuant to the RHC IPT Mandate including the factors that have been taken into account in arriving at the terms, as well as any other quotations or evidence obtained to support such basis, shall be recorded and maintained in a register (“IPT Register”) by the Finance Team.*
- (d) The Finance Director or the Financial Controller equivalent shall review the Interested Person Transactions recorded in the IPT Register on a monthly basis to ensure that the IPTs are in compliance with the review procedures set out in the RHC IPT Mandate.*
- (e) The Finance Director or the Financial Controller equivalent shall, on a quarterly basis, report to the Audit Committee on the Interested Person Transactions and the basis on which such transactions were entered into with the Interested Persons during the preceding quarter. The Audit Committee and Head of Compliance will review the IPT Register on a quarterly basis.*
- (f) The Group’s external auditors will review the Interested Person Transactions as part of the Group’s annual audit. The external auditors will report any non-compliance issues noted from the audit to the Audit Committee.*
- (g) The Group will incorporate a review of all Interested Person Transactions (excluding transaction that is below S\$100,000 in value) in its internal audit plan. The internal auditors will review the Interested Person Transactions to check that the relevant approvals have been obtained and the guidelines and review procedures have been adhered to, in the case of the RHC Mandated Transactions in accordance with the RHC IPT Mandate. The internal auditors will submit their review reports to the Audit Committee on a half yearly basis.*
- (h) Generally, the Audit Committee will only approve an Interested Person Transaction if the terms of the Interested Person Transaction are no more favourable than the terms extended to unrelated third parties, or are in accordance with published or prevailing rates/prices or are otherwise in accordance with prevailing industry norms. Any member of the Audit Committee may, as he deems fit, request for additional information pertaining to the Interested Person Transaction under review from independent sources or advisers.*
- (i) For the purpose of the above review and approval process, any Director, who has an interest in the Interested Person Transaction under review and is not considered to be independent,*

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will abstain from participating and voting on any resolution relating to the Interested Person Transaction.”

3.6 Disclosure to Shareholders

It is noted that the Company will announce the aggregate value of RHC Mandated Transactions (including the Shipbuilding Services) for each financial period on which the Company is required to report pursuant to the Catalist Rules and within the time required for the announcement of such reports in accordance with Rule 920(1)(a)(ii) of the Catalist Rules.

The Company will also disclose in the Company's annual report details of the aggregate value of all Interested Person Transactions and RHC Mandated Transactions (including the Shipbuilding Services) during the current financial year, and in the annual reports for the subsequent financial years during which the RHC IPT Mandate is in force in accordance with Rule 920(1)(a)(i) of the Catalist Rules. The name of the Interested Person(s) and the corresponding aggregate value of the Interested Person Transactions will be presented in the format set out under Section 7 of Appendix 1 of the IPT Mandate Renewal Circular dated 16 July 2023.

Shareholders are advised to read the information set out in Appendix 1 of the IPT Mandate Renewal Circular carefully.

3.7 Validity period of the RHC IPT Mandate upon inclusion of the Shipbuilding Services

As set out under Section 3.2 of the Circular, upon the approval for the renewal of the RHC IPT Mandate at the AGM and the approval for the Shipbuilding Services as an additional RHC Mandated Transaction at the EGM, such RHC IPT Mandate (including the Shipbuilding Services) will take effect from the date of passing of the respective ordinary resolutions relating thereto and will (unless revoked or varied by the Company in general meeting) continue to be in force until the date on which the next AGM is held or is required by law to be held.

3.8 Abstention from voting

In accordance with Catalist Rule 919, RHC shall abstain from, and procure that its associates abstain from, voting at the EGM, whether by representative or proxy, in respect of the proposed ordinary resolution for the proposed addition of Shipbuilding Services as a RHC Mandated Transaction under the RHC IPT Mandate (“**Proposed Resolution**”), and shall decline to accept appointment as proxy to attend and vote at the EGM for other Shareholders in respect of the Proposed Resolution, unless the Shareholders concerned have given specific instructions as to the manner in which their votes are to be cast.

4. OUR OPINION

Having considered, *inter alia*, the rationale and benefits of the inclusion of the Shipbuilding Services under the RHC IPT Mandate, the guidelines and review procedures of the Company for determining prices or value of the Shipbuilding Services, the role of the Audit Committee of the Company in enforcing the RHC IPT Mandate (including the Shipbuilding Services), the requirements for disclosure to Shareholders pursuant to Rule 920(1)(a) of the Catalist Rules, we are of the opinion that the guidelines and review procedures for determining prices or value of the Shipbuilding Services as set out under Section 3.3 of the Circular, if adhered to, are sufficient to ensure that the Shipbuilding Services will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

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We have carefully considered as many factors as we deem essential and balanced them before reaching our opinion. Accordingly, it is important that our IFA Letter, in particular, all the considerations and information which we have taken into account, be read in its entirety.

Our opinion and this IFA Letter have been prepared pursuant to Rule 920(1)(b)(v) of the Catalist Rules, as well as for the use and benefit of the Recommending Directors in connection with and for the purpose of their consideration of the inclusion of the Shipbuilding Services under the RHC IPT Mandate, and for the inclusion in the Circular. The recommendation to be made by the Independent Directors in respect of the inclusion of the Shipbuilding Services under the RHC IPT Mandate shall remain their sole responsibility.

Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for the purposes (other than for the consideration of the inclusion of the Shipbuilding Services under the RHC IPT Mandate) at any time and in any manner without the prior written consent of ZICO Capital.

This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
ZICO Capital Pte. Ltd.

Alex Tan
Chief Executive Officer

Karen Soh-Tham
Managing Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

VALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 199206945E)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Vallianz Holdings Limited ("**Company**") will be held at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 31 July 2023 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting ("**AGM**") to be held at 10.00 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

*All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 16 July 2023 ("**Circular**").*

ORDINARY RESOLUTION 1:

PROPOSED ADDITION OF SHIPBUILDING SERVICES AS A RHC MANDATED TRANSACTION UNDER THE RHC IPT MANDATE

THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group to include Shipbuilding Services as a RHC Mandated Transaction under the RHC IPT Mandate;
- (b) the Group may provide the Shipbuilding Services to the RHC Group, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority Shareholders and are in accordance with the guidelines and review procedures for such IPTs;
- (c) the Shipbuilding Services, together with the existing RHC Mandated Transactions under the RHC IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (d) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

BY ORDER OF THE BOARD

Ling Yong Wah
Executive Director and CEO

16 July 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTES:

1. The EGM will be held, in a wholly physical format, at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 31 July 2023 at 11.00 a.m. (or immediately after the conclusion or adjournment of the AGM of the Company to be held at 10.00 a.m. on the same day. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for shareholders to participate virtually.**
2.
 - (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such shareholder's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the EGM as his/her/its proxy.
4. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. The instrument appointing a proxy must be deposited to the Company by 11.00 a.m. on 29 July 2023 in the following manner:
 - (a) Post or submit personally to the Share Registrar's office at 80 Robinson Road, #11-02, Singapore 068898; or
 - (b) Electronic mail to sg.is.proxy@tricorglobal.com.
6. CPF and SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 July 2023.
7. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM:
 - (a) by post to the Company's registered office address, 1 HarbourFront Avenue, #06-08 Keppel Bay Tower, Singapore 098632; or
 - (b) via email to the Company at enquiries@vallianzhholdings.com.

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes. **All questions submitted in advance must be received by 24 July 2023.**

NOTICE OF EXTRAORDINARY GENERAL MEETING

8. The Company will address all substantial and relevant questions received from shareholders by 24 July 2023 by publishing its responses to such questions on its corporate website and the SGX website at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing proxy(ies). The Company will respond to questions or follow-up questions submitted after 24 July 2023 either within a reasonable timeframe before the Annual General Meeting, or at the Annual General Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
9. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives may also ask questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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PROXY FORM

VALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199206945E)

PROXY FORM

IMPORTANT:

1. The Extraordinary General Meeting ("EGM") of the Company will be held, in a wholly physical format, at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 31 July 2023 at 11.00 a.m. (or immediately after the conclusion of the AGM to be held at 10.00 a.m. on the same day). There will be no option for shareholders to participate virtually.
2. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
3. This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors. CPF and SRS investors (1) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (2) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 July 2023

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 16 July 2023.

*I/We, _____ (name) _____ (NRIC/Passport/Company Registration No.)
of _____ (Address) being *a member/members of
VALLIANZ HOLDINGS LIMITED (the "Company"), hereby appoint:

Name	Address	NRIC/ Passport No	Proportion of shareholdings represented by proxy (%)

*and/or (delete as appropriate)

Name	Address	NRIC/ Passport No	Proportion of shareholdings represented by proxy (%)

or failing which, the Chairman of the EGM of the Company, as *my/our *proxy/proxies to attend and vote for *me/us on *my/our behalf, at the EGM to be held 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 31 July 2023 at 11.00 a.m. (or immediately after/the conclusion of the AGM to be held at 10.00 a.m. on the same day) and at any adjournment thereof.

I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolution to be proposed at the EGM as indicated hereunder. If no specific directions as to voting are given, the *proxy/proxies will vote or abstain from voting at *his/their discretion, as he/she/they will on any other matter arising at the EGM.

No.	Ordinary Resolution	**For	**Against	**Abstain
1.	Proposed Addition of Shipbuilding Services as a RHC Mandated Transaction under the RHC IPT Mandate			

Notes:

* Please delete accordingly

** Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" the above resolution, please indicate with a (v) in the "For" or "Against" box provided. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided. If you wish your proxy/proxies to abstain from voting on the resolution, please indicate with a (v) in the "Abstain" box provided. Alternatively, please indicate the number of shares your proxy/proxies is directed to abstain from voting in the "Abstain" box provided. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on the above resolution if no voting instruction is specified, and on any other matter arising at the EGM.

Dated this _____ day of July 2023.

Total Number of Shares in:	
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or Common Seal
of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

NOTES:

1. The EGM will be held, in a wholly physical format, at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 31 July 2023 at 11.00 a.m. (or immediately after the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day). Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for shareholders to participate virtually.**
2. If the shareholder has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the shareholder has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the shareholder of the Company.
3.
 - (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such shareholder's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. This Proxy Form is not valid for use by shareholder who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPFIS members and/or SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such shareholder (including CPFIS members and/or SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. **CPFIS members and SRS investors should approach their respective CPF and/or SRS Approved Nominees at least seven working days before the EGM to specify voting instructions.**

A shareholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
5. A proxy need not be a shareholder of the Company. A shareholder may choose to appoint the Chairman of the EGM as his/her/its proxy.
6. The instrument appointing a proxy(ies) must be deposited to the Company not less than 48 hours before the time appointed for holding the EGM in the following manner:
 - (a) Post or submit personally to the Share Registrar's office at 80 Robinson Road, #11-02, Singapore 068898; or
 - (b) Electronic mail to sg.is.proxy@tricorglobal.com.
7. The instrument appointing a proxy(ies) must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
8. A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act 1967.
9. Completion and return of an instrument appointing a proxy(ies) shall not preclude a member from attending, speaking and voting in person at the EGM. Any appointment of a proxy(ies) shall be deemed to be revoked if a shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy.
11. In the case of a shareholder whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if such shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 11.00 a.m. on 28 July 2023, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.