

## CIRCULAR DATED 15 JUNE 2021

### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular (as defined herein) is issued by Viking Offshore and Marine Limited ("Company"). If you are in any doubt in relation to this Circular or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section titled "DEFINITIONS".

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately inform the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of EGM and accompanying Proxy Form) may be accessed at the Company's website at the URL <http://www.vikingom.com/egm21/egm.html> and SGXNet.

An application will be made by the Sponsor (for and on behalf of the Company) to the SGX-ST for the listing and quotation notice for the dealing in, listing of and quotation for the Placement Shares, Conversion Shares, Consolidated Shares, Adjusted Warrants and New Consolidated Shares to be issued upon the exercise of the Adjusted Warrants on the Catalist of the SGX-ST. The Company will update Shareholders on the outcome of the application, once the listing and quotation notice is issued by the SGX-ST. The Placement Shares, Conversion Shares, Consolidated Shares, Adjusted Warrants, and New Consolidated Shares will be admitted to the Catalist and official listing of, and quotation for, the Placement Shares, Conversion Shares, Consolidated Shares, Adjusted Warrants, and New Consolidated Shares will commence after all conditions imposed by the SGX-ST are satisfied, all certificates relating thereto having been issued and the notification letters from the CDP having been despatched. In this regard, trading of the Shares on the SGX-ST has been suspended with effect from 14 June 2019. The Company will (through the Sponsor) submit to the SGX-ST a proposal with a view to resume trading in the Company's securities in compliance with Rule 1304 of the Catalist Rules, and will update Shareholders accordingly. Shareholders and potential investors should note that there is no certainty or assurance that the shares of the Company will eventually resume trading on the SGX-ST.

This Circular has been prepared by the Company and its contents have been reviewed by the Sponsor in accordance with Rule 226(2)(b) of the Catalist Rules.

This Circular 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 Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.



### VIKING OFFSHORE AND MARINE LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 199307300M)

#### CIRCULAR TO SHAREHOLDERS IN RELATION TO

- (1) THE PROPOSED ALLOTMENT AND ISSUE OF PLACEMENT SHARES TO THE SUBSCRIBERS PURSUANT TO THE PROPOSED PLACEMENT, BEING INTERESTED PERSON TRANSACTIONS IN RELATION TO EACH SUBSCRIBER;
- (2) THE PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES TO THE SCHEME CREDITORS IN ACCORDANCE WITH THE SCHEME;
- (3) THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO BLUE OCEAN CAPITAL PARTNERS PTE. LTD. UPON SHARE ISSUANCE COMPLETION;
- (4) THE PROPOSED WHITWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHTS TO RECEIVE A GENERAL OFFER FROM BLUE OCEAN CAPITAL PARTNERS PTE. LTD.; AND
- (5) THE PROPOSED SHARE CONSOLIDATION.

Independent Financial Adviser to the Recommending Directors in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution



W Capital Markets Pte. Ltd.  
(Company Registration No.: 201813207E)  
(Incorporated in the Republic of Singapore)

#### IMPORTANT DATES AND TIMES

Last date and time for deposit of Proxy Form	:	28 June 2021 at 9:00 a.m.
Last date and time to pre-register online to attend the EGM	:	27 June 2021 at 9:00 a.m.
Date and time of EGM	:	30 June 2021 at 9:00 a.m.
Place of EGM	:	The EGM will be held by electronic means (via LIVE WEBCAST and/or LIVE AUDIO FEED)

This Circular has been made available on SGXNet. A printed copy of this Circular will NOT be despatched to Shareholders.

Due to the current COVID-19 situation in Singapore, the Company has made the following alternative arrangements for Shareholders to participate at the EGM: (a) observing or listening to the proceedings of the EGM contemporaneously via a "live" audio-visual webcast of the EGM ("LIVE WEBCAST") or a "live" audio-only stream (via telephone) of the EGM ("LIVE AUDIO FEED"), respectively; (b) submitting questions in advance of the EGM; and (c) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the EGM. Please refer to Section 16 of this Circular for further details.

In view of the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> for updates on the status of the EGM. Shareholders are also strongly encouraged to submit completed Proxy Forms electronically via email.

---

## TABLE OF CONTENTS

---

DEFINITIONS .....	3
LETTER TO SHAREHOLDERS.....	11
INTRODUCTION.....	11
THE PROPOSED PLACEMENT, BEING INTERESTED PERSON TRANSACTIONS IN RELATION TO EACH SUBSCRIBER.....	14
THE PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES .....	23
THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY .....	26
THE PROPOSED WHITEWASH RESOLUTION .....	26
THE PROPOSED SHARE CONSOLIDATION.....	33
SGX-ST LISTING AND QUOTATION NOTICE.....	38
OPINION OF THE IFA .....	39
OPINION OF THE AUDIT COMMITTEE.....	40
FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS.....	40
INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS .....	42
NO SERVICE CONTRACT .....	42
DIRECTORS' RECOMMENDATION .....	42
INTER-CONDITIONALITY OF RESOLUTIONS TO BE PASSED .....	44
ABSTENTION FROM VOTING.....	44
EXTRAORDINARY GENERAL MEETING .....	45
NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM AND PROXY FORM.....	45
ACTION TO BE TAKEN BY SHAREHOLDERS.....	46
DIRECTORS' RESPONSIBILITY STATEMENT .....	46
CONSENT FROM THE IFA .....	46
DOCUMENTS AVAILABLE FOR INSPECTION .....	46
APPENDIX A – LETTER FROM THE IFA TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED INTERESTED PERSON TRANSACTIONS AND THE PROPOSED WHITEWASH RESOLUTION.....	A-1
APPENDIX B – SCHEME DOCUMENT.....	B-1
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	N-1
PROXY FORM	

---

## DEFINITIONS

---

In this Circular, the following definitions apply throughout unless otherwise stated:

- “ACRA”** : The Accounting and Corporate Regulatory Authority of Singapore
- “Act” or “Companies Act”** : The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time or re-enactment thereof for the time being in force
- “Adjusted Warrants”** : Warrants that have been adjusted in accordance with Paragraph 6.6 of this Circular, and each an **“Adjusted Warrant”**
- “Agreed Shareholding Proportion”** : Means, in relation to BOC, 80.475% of the issued Shares on the Fully Diluted Basis, and in relation to Mr. Ng Yeau Chong, 6.525% of the issued Shares on the Fully Diluted Basis
- “Associated Leisure International Pte Ltd”** : A company controlled by Mr. Andy Lim, the Chairman and Executive Director of the Company
- “Audit Committee”** : The audit committee of the Company
- “Auditors”** : Auditors of the Company, namely Ernst & Young LLP
- “Auditors’ Certificate”** : The signed certificate issued by the Auditors, which states that the adjustments to the Warrants are in accordance with Condition 5.2 of the Deed Poll
- “Board”** : The board of Directors of the Company for the time being
- “BOC”** : Blue Ocean Capital Partners Pte. Ltd.
- “Business Day”** : A day (excluding Saturdays, Sundays or gazetted public holidays) on which banks are open for business in Singapore
- “Catalist”** : The Catalist board of the SGX-ST
- “Catalist Rules”** : SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 15 June 2021 in relation to the Proposed Transactions and the Proposed Whitewash Resolution
- “Claim”** : Any known or unknown claim, charge, promise, cause of action, or similar right which any person may have against the Company (which is not an excluded claim), arising out of any transaction, act or omission of the Company or of any person occurring on or before the ascertainment date of 22 February 2021, including any interest, default interest, premium, additional amounts, make whole amounts, fees, commissions, and penalties arising out of such claim, whether the claim be actual, present, future or contingent or whether liquidated or sounding only in damages, and whether in contract or tort or howsoever arising, and for the avoidance of doubt shall include any indebtedness or liability of the Company arising out of any agreement, dealing, matter or event having the nature of a

	guarantee provided by the Company for the benefit of any affiliate
<b>“Code”</b>	: The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
<b>“Company”</b>	: Viking Offshore and Marine Limited
<b>“Conditions”</b>	: The terms and conditions of the Deed Poll, and each a <b>“Condition”</b>
<b>“Consolidated Shares”</b>	: Shares in the capital of the Company after completion of the Proposed Share Consolidation
<b>“Constitution”</b>	: The constitution of the Company, as amended from time to time
<b>“Controlling Interest”</b>	: The interest of a Controlling Shareholder(s)
<b>“Controlling Shareholder”</b>	: A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company; or</li> <li>(b) in fact exercises control over the Company</li> </ul>
<b>“Conversion Shares”</b>	: 49,442,375 new Shares to be allotted and issued by the Company to the Scheme Creditors on a post-consolidation basis in the event the Proposed Share Consolidation is approved by Shareholders, or 2,472,119,033 new Shares to be allotted and issued by the Company to the Scheme Creditors in the event the Proposed Share Consolidation is not approved by Shareholders, in accordance with the Scheme, and each a <b>“Conversion Share”</b>
<b>“Conversion Share Issue Price”</b>	: S\$0.1907 (rounded to four decimal places), being the issue price for each of the Conversion Shares, assuming that the Proposed Share Consolidation is approved by Shareholders and has been completed, or S\$0.0038 (rounded to four decimal places), being the issue price for each of the Conversion Shares, assuming that the Proposed Share Consolidation is not approved by Shareholders
<b>“Court”</b>	: The High Court of the Republic of Singapore
<b>“COVID-19 Act”</b>	: COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time or re-enactment thereof for the time being in force
<b>“COVID-19 Order”</b>	: COVID-19 (Temporary Measures)(Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time or re-enactment thereof for the time being in force
<b>“Creditor”</b>	: Means any person who has a Claim against the Company, and for the avoidance of doubt, includes any Scheme Creditor and any Contingent Scheme Creditor (as defined in the Scheme), but excludes any Excluded Creditor (as defined in the Scheme)
<b>“Deed Poll”</b>	: The deed poll dated 1 June 2017 and executed by the Company for the purpose of constituting the Warrants and containing, <i>inter alia</i> , provisions for the protection of the rights and interests of the Warrantholders

<b>“Director(s)”</b>	: Director(s) of the Company as at the date of this Circular
<b>“Director’s Certificate”</b>	: The certificate signed by a Director setting out particulars of the adjustments to the Warrants, as required under the terms of the Deed Poll
<b>“Effective Trading Date”</b>	: The date to be determined by the Directors as being the date when the Proposed Share Consolidation will become effective and the date on which the Consolidated Shares will trade on the Catalyst in board lots of one hundred (100) Consolidated Shares
<b>“EGM”</b>	: The extraordinary general meeting of the Company to be held on 30 June 2021, notice of which is set out in this Circular
<b>“Encumbrance”</b>	: Means and includes any form of legal, equitable or security interest of any person, including, without limitation to any right to acquire, right of pre-emption, any mortgage, pledge, lien (including without limitation any unpaid vendor’s lien or similar lien), option, charge (whether fixed or floating), assignment of rights and receivables, debentures, right of first refusal, hypothecation, title retention or conditional sale agreement, lease, hire or hire purchase agreement, restriction as to transfer, use or possession, easement, subordination to any right of any other person, or other agreement or arrangement which has the same or a similar effect to the granting of security, encumbrance or a security interest
<b>“EPS”</b>	: Earnings per Share
<b>“Existing Shares”</b>	: Shares in the capital of the Company prior to the Proposed Share Consolidation
<b>“First Placement Agreement”</b>	: Has the meaning ascribed to it in Paragraph 1.1 of this Circular
<b>“Fully Diluted Basis”</b>	: In relation to the share capital of the Company, the share capital of the Company after: <ul style="list-style-type: none"> <li>(a) the Proposed Allotment and Issue of Conversion Shares in accordance with the Scheme;</li> <li>(b) the allotment and issue of Placement Shares pursuant to the Proposed Placement; and</li> <li>(c) conversion of all existing Warrants or Adjusted Warrants (including the conversion of Further Adjusted Warrants), as the case may be, in respect of the Company</li> </ul>
<b>“Further Adjusted Warrants”</b>	: Means such Warrants or Adjusted Warrants that have been further adjusted after the Share Issuance Completion
<b>“FY”</b>	: Financial year ended or ending on 31 December of each calendar year, as the case may be
<b>“FY2020 Financial Statements”</b>	: The audited consolidated financial statements of the Group as at and for the financial year ended 31 December 2020
<b>“Group”</b>	: The Company and its subsidiaries

<b>“IFA”</b>	:	W Capital Markets Pte. Ltd., the independent financial adviser to the Recommending Directors in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution
<b>“IFA Letter”</b>	:	The letter issued by the IFA dated 15 June 2021 containing the advice of the IFA to the Recommending Directors in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution, which is reproduced in Appendix A to this Circular
<b>“Illustrative Consolidated Placement Shares Issue”</b>	:	Has the meaning ascribed to it in Paragraph 2.3 of this Circular
<b>“Illustrative Consolidated Placement Price”</b>	:	Has the meaning ascribed to it in Paragraph 2.4.2(a) of this Circular
<b>“Illustrative Unconsolidated Placement Shares Issue”</b>	:	Has the meaning ascribed to it in Paragraph 2.3 of this Circular
<b>“Illustrative Unconsolidated Placement Price”</b>	:	Has the meaning ascribed to it in Paragraph 2.4.2(b) of this Circular
<b>“Independent Shareholders”</b>	:	Shareholders other than BOC and its concert parties and parties not independent of them
<b>“Interested Person Transaction”</b>	:	Has the meaning ascribed to it under Chapter 9 of the Catalist Rules
<b>“Inter-conditional Resolutions”</b>	:	Has the meaning ascribed to it in Section 14 (Inter-Conditionality of Resolutions to be Passed) of this Circular
<b>“Last Trading Day”</b>	:	11 June 2019, being the last trading day prior to the suspension of trading in the Shares on 14 June 2019
<b>“Latest Practicable Date”</b>	:	11 June 2021, being the latest practicable date prior to the issue of this Circular
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading in securities
<b>“New Consolidated Shares”</b>	:	The new Shares to be allotted and issued from time to time upon the exercise of the Adjusted Warrants after completion of the Proposed Share Consolidation
<b>“New Share Certificates”</b>	:	Physical share certificates in respect of the Consolidated Shares
<b>“Notice of EGM”</b>	:	The notice of the EGM which is set out in this Circular
<b>“NTA”</b>	:	Net tangible assets
<b>“Old Share Certificates”</b>	:	Physical share certificates in respect of the Existing Shares
<b>“Order of Court”</b>	:	The order of Court sanctioning the Scheme
<b>“Placement and Loan Agreement”</b>	:	The conditional Placement and Loan Agreement entered into between the Company and the Subscribers dated 1 February 2021

- “Placement Consideration”** : The cash consideration of S\$2.0 million in total being provided to the Company by the Subscribers in respect of the Placement Shares
- “Placement Price”** : Means the issue price for each Placement Share, equivalent to the Placement Consideration divided by the aggregate number of Placement Shares to be allotted and issued to the Subscribers, and such issue price would depend on the number of Placement Shares ultimately issued to the Subscribers to maintain the Agreed Shareholding Proportion, and whether the Proposed Share Consolidation is approved by Shareholders at the EGM
- “Placement Proceeds”** : Has the meaning ascribed to it in Paragraph 2.7.9 of this Circular
- “Placement Shares”** : The new Shares to be allotted and issued by the Company to the Subscribers (and/or their nominee(s)) in accordance with the Placement and Loan Agreement and which shall represent the aggregate Agreed Shareholding Proportion of the Subscribers of 87.0% of the share capital of the Company on the Fully Diluted Basis, and each a **“Placement Share”**
- For the avoidance of doubt, even after the Share Issuance Completion (regardless of whether the Proposed Share Consolidation is approved), further new Placement Shares shall continue to be allotted and issued to the Subscribers from time to time to maintain the said aggregate Agreed Shareholding Proportion of 87.0% shareholding in the Company in the event any new Shares are issued pursuant to the exercise of any Warrants or Adjusted Warrants (including the exercise of Further Adjusted Warrants) as the case may be, held by the existing Warrantholders (which include Mr. Daniel Lin Wei, Mr. Andy Lim and Associated Leisure International Pte Ltd) from time to time after the Share Issuance Completion, to address any dilution effect to the Agreed Shareholding Proportion arising from the issue of such new Shares, but excluding any increase in the Company’s share capital that is not caused by the exercise of any Warrants, Adjusted Warrants or Further Adjusted Warrants, as the case may be
- “Placement Term Sheet Announcement”** : The announcement of the Company dated 14 January 2021, in respect of its entry into of a binding conditional term sheet with the Subscribers in relation to the Proposed Placement
- “Proposed Allotment and Issue of Conversion Shares”** : The proposed allotment and issue of Conversion Shares to the Scheme Creditors in accordance with the Scheme
- “Proposed Interested Person Transactions”** : The proposed interested person transactions in relation to the Proposed Placement, between (i) the Company and BOC, and (ii) the Company and Mr. Ng Yeau Chong
- “Proposed Placement”** : The proposed placement of Placement Shares to the Subscribers in accordance with the terms of the Placement and Loan Agreement
- “Proposed Share Consolidation”** : The proposed consolidation of every fifty (50) Existing Shares (including treasury shares) in the capital of the Company held by Shareholders of the Company at the Record Date into one (1) Consolidated Share, fractional entitlements to be disregarded
- “Proposed Transactions”** : Collectively, the Proposed Placement, the Proposed Interested Person Transactions, the Proposed Allotment and Issue of

Conversion Shares, the Proposed Transfer of Controlling Interest and the Proposed Share Consolidation

- “Proposed Transfer of Controlling Interest”** : The proposed transfer of Controlling Interest in the Company to BOC pursuant to the Proposed Placement of such number of Placement Shares to BOC which would represent 80.475% of the enlarged issued share capital of the Company on the Fully Diluted Basis upon the Share Issuance Completion
- “Proposed Whitewash Resolution”** : The resolution of a majority of the Independent Shareholders at the EGM to waive their rights to receive a general offer from BOC
- “Proxy Form”** : The proxy form in respect of the EGM set out in this Circular
- “Recommending Directors”** : The Directors who are independent for the purposes of the Proposed Whitewash Resolution, namely, Mr. Lee Suan Hiang, Mr. Tan Wee Peng Kelvin and Ms. Phua Siok Gek Cynthia
- “Record Date”** : The time and date, to be determined by the Directors, at and on which the Register of Members and share transfer books of the Company will be closed to determine entitlements of Shareholders to the Consolidated Shares under the Proposed Share Consolidation
- “Register of Members”** : The register of members of the Company
- “Scheme”** : The scheme of compromise and arrangement dated 22 February 2021, including and incorporating all such amendments, additions and variations thereto as may be required, approved or sanctioned by the Court
- “Scheme Commencement Date”** : 10 June 2021
- “Scheme Creditor”** : A Creditor who has delivered a proof of debt to the Scheme Manager in accordance with the Scheme
- “Scheme Manager”** : Mr. David Chew, of DHC Capital Pte. Ltd., or any person appointed either by the Court or any existing Scheme Manager(s) to be a Scheme Manager of this Scheme, whether in addition to or in replacement of any person(s) then holding appointment(s) as "Scheme Manager"
- “Second Placement Agreement”** : Has the meaning ascribed to it in Paragraph 1.1 of this Circular
- “Securities Account”** : A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
- “SFA”** : The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time or re-enactment thereof for the time being in force
- “SGX-ST”** : Singapore Exchange Securities Trading Limited
- “Share”** : An ordinary share in the share capital of the Company and **“Shares”** shall be construed accordingly



<b>“Share Issuance Completion”</b>	: Completion of the Proposed Placement to the Subscribers and the Proposed Allotment and Issue of Conversion Shares to the Scheme Creditors
<b>“Share Registrar” or “Warrant Agent”</b>	: M&C Services Private Limited
<b>“Shareholders”</b>	: Registered holders of Shares in the Register of Members of the Company or, where CDP is the registered holder, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register
<b>“Shareholders’ Loans”</b>	: The secured interest-free shareholders’ loans of S\$1.0 million in total being provided to the Company by the Subscribers subsequent to the placement of the Placement Shares pursuant to the Placement and Loan Agreement
<b>“SIC”</b>	: Securities Industry Council of Singapore
<b>“Sponsor”</b>	: ZICO Capital Pte. Ltd.
<b>“Subscribers”</b>	: BOC and Mr. Ng Yeau Chong
<b>“Substantial Shareholder”</b>	: A Shareholder who has an interest (directly or indirectly) in not less than 5.0% of the total issued share capital of the Company
<b>“Tembusu Fund 2”</b>	: Tembusu Growth Fund II Ltd.
<b>“Unconsolidated Conversion Share Issue Price”</b>	: Has the meaning ascribed to it in Paragraph 3.3.1(b) of this Circular
<b>“VAM”</b>	: Viking Asset Management Pte. Ltd., a wholly-owned subsidiary of the Company
<b>“VWAP”</b>	: Volume weighted average price
<b>“Warranholders”</b>	: Registered holders of the Warrants, except that where the registered holder is CDP, the term <b>“Warranholders”</b> shall, in relation to such Warrants and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with such Warrants
<b>“Warrant Register”</b>	: The Register of Warranholders to be maintained by the Warrant Agent pursuant to the Deed Poll
<b>“Warrants”</b>	: The warrants issued by the Company pursuant to the Deed Poll, which may be exercised during the period commencing on and including the date of issue of the Warrants (being 4 July 2017) and expiring at 5:00 p.m. on the date immediately preceding the fifth (5th) anniversary of the date of issue of the Warrants
<b>“Whitewash Waiver”</b>	: Has the meaning ascribed to it in Paragraph 5.2 of this Circular

## **Currencies and units of measurements**

**“S\$” and “cents”** : Singapore dollars and cents, being the lawful currency of the Republic of Singapore

**“%” or “per cent.”** : Per centum or percentage

The terms **“acting in concert”** and **“concert parties”** shall have the meanings ascribed to them in the Code.

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term **“associate”** shall have the meaning ascribed to it in the Catalist Rules.

The terms **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term **“treasury shares”** shall have the meaning ascribed to it in Section 4 of the Companies Act.

Words importing the singular number shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender only 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, the SFA, the Catalist Rules or the Code, or any modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA, the Catalist Rules or the Code or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

References to the total number of issued Shares are based on 1,098,719,574 Shares in issue (excluding 7,961,500 treasury shares) as at the Latest Practicable Date (based on a search conducted on ACRA on such date), unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

**The pro forma financial effects as set out in this Circular are prepared purely for illustration and do not reflect the current and future financial performance or condition of the Company and/or the Group after the completion of the Proposed Transactions.**

The Company has engaged Lee & Lee as its legal adviser for the Proposed Transactions and the Proposed Whitewash Resolution.

---

## LETTER TO SHAREHOLDERS

---

### VIKING OFFSHORE AND MARINE LIMITED

(Incorporated in the Republic of Singapore on 4 November 1993)  
(Company Registration No.: 199307300M)

#### Directors

Andy Lim (Chairman and Executive Director)  
Ng Yeau Chong (Chief Executive Officer and Executive Director)  
Lee Suan Hiang (Lead Independent Director)  
Tan Wee Peng Kelvin (Independent Director)  
Phua Siok Gek Cynthia (Independent Director)

#### Registered Office

21 Kian Teck Road  
Singapore 628773

15 June 2021

Dear Sir/Madam:

- (1) **THE PROPOSED ALLOTMENT AND ISSUE OF PLACEMENT SHARES TO THE SUBSCRIBERS PURSUANT TO THE PROPOSED PLACEMENT, BEING INTERESTED PERSON TRANSACTIONS IN RELATION TO EACH SUBSCRIBER;**
- (2) **THE PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES TO THE SCHEME CREDITORS IN ACCORDANCE WITH THE SCHEME;**
- (3) **THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO BOC UPON SHARE ISSUANCE COMPLETION;**
- (4) **THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHTS TO RECEIVE A GENERAL OFFER FROM BOC; AND**
- (5) **THE PROPOSED SHARE CONSOLIDATION.**

#### 1. INTRODUCTION

##### 1.1 Background on the Proposed Placement and Proposed Allotment and Issue of Conversion Shares

Faced with a deteriorating financial situation, the Company made an application in the Court on 13 June 2019 to be placed under moratorium protection pursuant to Section 211B of the Companies Act. VAM also made a concurrent application to be placed under moratorium protection pursuant to Section 211C of the Companies Act on the same date. Both the Company and VAM have been subject to statutory moratorium protection since, with the most recent extension being granted by the Court on 28 May 2021 until the lodgement of the Order of Court with the ACRA (the “**Scheme Commencement Date**”), and the Scheme entered into force on the Scheme Commencement Date.

The Company and VAM have used the period of moratorium protection to restructure the operations of the Group, resolve creditor liabilities and seek out investment financing with which to recapitalise the Group’s operations and fund the present Scheme.

To that end, prior to the current Placement and Loan Agreement and as announced by the Company, the Company had previously entered into two placement agreements with certain potential placees (including BOC as a minor investor on both occasions). The dates of these agreements, and the reasons that they were not consummated, were announced by the Company, and are summarised below:

- (a) The conditional placement agreement with Ruddin Advisory Limited and BOC on 10 January 2020 (“**First Placement Agreement**”)

The Company announced the entry into the First Placement Agreement on 13 January 2020, under which Ruddin Advisory Limited and BOC were to subscribe for such number of new Shares equivalent to 53.0% and 13.5% of the enlarged issued share capital of the Company respectively.

On 14 July 2020, the Company announced that the conditions precedent were not satisfied as at the long stop date of 9 July 2020, and accordingly, the First Placement Agreement had lapsed and ceased to have further effect.

- (b) The conditional placement agreement with Mr. Li Suet Man, BOC, and Mr. Ng Yeau Chong on 13 November 2020 (“**Second Placement Agreement**”)

The Second Placement Agreement was entered into subsequent to a conditional term sheet of 16 October 2020, pursuant to which Mr. Li Suet Man, BOC, and Mr. Ng Yeau Chong were to subscribe for such number of new Shares equivalent to 65.25%, 15.225% and 6.525% respectively, of the enlarged issued share capital of the Company.

On 7 January 2021, the Company announced, *inter alia*, that Mr. Li Suet Man had previously set a deadline of 6 January 2020 for agreement by the Company's key creditors to the indicative terms of the proposed creditors' scheme. The deadline lapsed with no agreement being reached thereon between Mr. Li Suet Man and two of the three key creditors of the Company, namely Luminor Pacific Fund 1 Ltd and Luminor Pacific Fund 2 Ltd, and the indicative scheme terms were withdrawn.

On 14 January 2021, the Company announced that all parties to the Second Placement Agreement had mutually agreed not to proceed and would be released from their respective obligations.

Subsequently, the Company released a Placement Term Sheet Announcement, announcing that it had entered into a binding conditional term sheet dated and taking effect on 12 January 2021 with the Subscribers, in relation to the Proposed Placement. Subsequently, the Company announced on 1 February 2021, that it entered into the Placement and Loan Agreement with the Subscribers, the relevant terms of which contemplate:

- (i) the subscription by the Subscribers for the Placement Shares;
- (ii) an aggregate cash consideration of S\$2.0 million (“**Placement Consideration**”) for the Placement Shares; and
- (iii) secured interest-free shareholders' loans of an aggregate S\$1.0 million (“**Shareholders' Loans**”) being provided to the Company by the Subscribers subsequent to the placement of the Placement Shares.

The Company announced on 25 February 2021 that, *inter alia*, it issued an Explanatory Statement pursuant to Section 71 of the Insolvency, Restructuring and Dissolution Act 2018. The Explanatory Statement accompanies the Scheme between the Company and the Scheme Creditors that was subsequently voted on by the Scheme Creditors.

The Company announced on 14 April 2021 that, *inter alia*, voting on the Scheme concluded on 13 April 2021 and the Scheme was approved by the requisite majorities of the creditors.

The Company announced on 23 April 2021 that, *inter alia*, it had on 20 April 2021 filed applications for (a) extensions of the existing statutory moratoria in respect of the Company and VAM until the entry into effect of the Scheme; and (b) sanction and approval of the Scheme

by the Court. The Company announced on 31 May 2021 that, *inter alia*, these applications were heard on 28 May 2021 and granted by the Court.

The Company announced on 11 June 2021 that, *inter alia*, on 10 June 2021, the Order of Court was lodged with the ACRA. Accordingly, as of 10 June 2021, (a) the Scheme is now in effect; and (b) the moratorium provided for in the Scheme on the commencement, continuation or enforcement of proceedings against (i) the Company, and/or (ii) any current direct or indirect subsidiary or subsidiary undertaking of the Company, has come into effect and will continue for the duration of the Scheme in respect of the liabilities contemplated to be resolved under the terms of the Scheme.

## 1.2 Resumption of Trading

The Shares have been suspended from trading on the SGX-ST since 14 June 2019.

The Company had released announcements on 23 July 2020, 17 August 2020, 14 November 2020 and 9 March 2021 to update Shareholders on its submission of a resumption of trading proposal ("**Resumption Proposal**"). On 18 May 2021, the Company announced, *inter alia*, that the Singapore Exchange Regulation ("**SGX RegCo**") had, on 17 May 2021, informed the Company (through its Sponsor) that based on the Company's submissions and representations to the SGX RegCo, the SGX RegCo had no objection to the Company's application for an extension of time to 30 June 2021 to submit the Resumption Proposal pursuant to Rule 1304(1) of the Catalist Rules, subject to certain waiver conditions.

Shareholders are to take note that completion of the Proposed Placement and the Proposed Allotment and Issue of Conversion Shares in accordance with the Scheme are conditional upon, *inter alia*, the SGX-ST's approval-in-principle for resumption of trading of the Shares on the SGX-ST.

## 1.3 Purpose of this Circular

The Directors propose to convene an EGM of the Company to be held by electronic means on a date and time as specified in the Notice of EGM, which is appended to this Circular.

The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek their approval for, the following proposals at the EGM:

- (a) the Proposed Allotment and Issue of Placement Shares to the Subscribers pursuant to the Proposed Placement, being Interested Person Transactions in relation to each Subscriber (Ordinary Resolution 1);
- (b) the Proposed Allotment and Issue of Conversion Shares to the Scheme Creditors in accordance with the Scheme (Ordinary Resolution 2);
- (c) the Proposed Transfer of Controlling Interest in the Company to BOC upon Share Issuance Completion (Ordinary Resolution 3);
- (d) the Proposed Whitewash Resolution for the waiver by Independent Shareholders of their rights to receive a general offer from BOC (Ordinary Resolution 4); and
- (e) the Proposed Share Consolidation (Ordinary Resolution 5).

Please refer to Section 14 (Inter-conditionality of Resolutions to be passed) for information on the Inter-conditional Resolutions.

In the event that the Proposed Placement, the Proposed Allotment and Issue of Conversion Shares and the Proposed Share Consolidation are approved by Shareholders, the Company will proceed to complete the Proposed Share Consolidation first and then in turn complete the Proposed Placement and the Proposed Allotment and Issue of Conversion Shares.

#### 1.4 The SGX-ST

The SGX-ST assumes no responsibility for the contents of the Circular including the correctness of any of the statements made, reports contained or opinions expressed in this Circular. If a Shareholder is in doubt as to the action he should take, he should consult his stockbroker, bank manager, accountant, solicitor, tax adviser or other professional adviser immediately.

## 2. THE PROPOSED PLACEMENT, AND THE PROPOSED PLACEMENT BEING INTERESTED PERSON TRANSACTIONS IN RELATION TO EACH SUBSCRIBER

### 2.1 The Placement and Loan Agreement

2.1.1 On 1 February 2021, the Company entered into the Placement and Loan Agreement with BOC and Mr. Ng Yeau Chong, pursuant to which, *inter alia*:

- (a) BOC will subscribe for such number of Placement Shares equivalent to 80.475% of the share capital of the Company on a Fully Diluted Basis for a cash consideration of S\$1,850,000;
- (b) Mr. Ng Yeau Chong will subscribe for such number of Placement Shares equivalent to 6.525% of the share capital of the Company on a Fully Diluted Basis for a cash consideration of S\$150,000;
- (c) subject to the completion of the Proposed Placement, BOC will grant a secured interest-free shareholder's loan of S\$925,000 to the Company; and
- (d) subject to the completion of the Proposed Placement, Mr. Ng Yeau Chong will grant a secured interest-free shareholder's loan of S\$75,000 to the Company.

2.1.2 The Placement and Loan Agreement also provides, *inter alia*, for:

- (a) the right of BOC to nominate new directors to the Board on completion of the Proposed Placement, such directors to hold a majority of the seats of the Board, subject to compliance with the requirements of the Catalist Rules and the Code of Corporate Governance 2018;
- (b) an undertaking by the Company in favour of the Subscribers that pending completion of the Proposed Placement, it shall consult and jointly decide with the Subscribers before (i) making any change in the nature or scope of its business nor dispose of the whole of its undertaking or property or a substantial part thereof, (ii) allotting, issuing, redeeming or repurchasing any share or loan capital (or option to subscribe for the same) of the Company, (iii) making any loan or advance of over S\$100,000 to any person, save in the ordinary course of business, (iv) initiating voluntary liquidation or winding up proceedings in respect of the Company, or (v) making any alteration to the provisions of the constitution of the Company; and
- (c) in connection with and subject to completion of the Proposed Placement, the Shareholders' Loans shall be repayable on the date falling 12 months (subject to extension based on mutual agreement) after the date of completion of the Proposed Placement, being the date of disbursement of such amounts under the Shareholders' Loans. The Shareholders' Loans, when disbursed, will be secured by a first fixed and floating charge over all the assets of the Company in accordance on such terms to be mutually agreed between the parties.

In respect of Paragraph 2.1.2(a) above, on 2 March 2021, BOC has informed the Company that it has waived its rights to nominate new directors to the Board and will not be seeking to appoint any new directors at the EGM. Please refer to Section 12 (No Service Contract) for more details.

## 2.2 Information on the Subscribers

### 2.2.1 Blue Ocean Capital Partners Pte. Ltd.

BOC, a private company limited by shares incorporated in Singapore, is engaged in the business of corporate consultancy, in particular client engagement on mergers, acquisitions, joint ventures and corporate restructuring. The directors of BOC are Mr. Daniel Lin Wei and Mr. Lai Hock Meng, and the sole shareholder of BOC, Mr. Daniel Lin Wei, is the son of Mr. Andy Lim, the Chairman and Executive Director and a Substantial Shareholder of the Company. BOC was introduced to the Company by Mr. Andy Lim.

As at the Latest Practicable Date, (i) Mr. Daniel Lin Wei holds (whether directly or indirectly) 840,000 Shares and 120,000 Warrants in the Company, and (ii) Mr. Lai Hock Meng does not hold (whether directly or indirectly) any Shares, Warrants or any other securities in the Company.

### 2.2.2 Mr. Ng Yeau Chong

Mr. Ng Yeau Chong is the Executive Director and Chief Executive Officer of the Company. As at the Latest Practicable Date, Mr. Ng Yeau Chong holds 1,540,000 Shares and 220,000 Warrants in the Company. The spouse of Mr. Ng Yeau Chong is a cousin of Mr. Andy Lim, the Chairman and Executive Director and a Substantial Shareholder of the Company.

Save for the foregoing, none of the other Directors or Substantial Shareholders of the Company have, any connection (including business relationship) with any of the Subscribers or their directors or substantial shareholders.

## 2.3 Placement Shares

It is proposed that the Placement Shares shall be allotted and issued after completion of the Proposed Share Consolidation. For the avoidance of doubt, Shareholders are to take note that the Company shall still proceed with the Share Issuance Completion if the Proposed Allotment and Issue of Conversion Shares and the Proposed Placement are approved by the Shareholders, notwithstanding that the Proposed Share Consolidation is not approved by Shareholders.

The Placement Shares will represent 87.0% of the enlarged share capital of the Company on the Fully Diluted Basis upon the Share Issuance Completion.

Fully Diluted Basis means in relation to the share capital of the Company, the share capital of the Company after:

- (a) the Proposed Allotment and Issue of Conversion Shares in accordance with the Scheme;
- (b) the allotment and issue of Placement Shares pursuant to the Proposed Placement; and
- (c) conversion of all existing Warrants or Adjusted Warrants (including the conversion of Further Adjusted Warrants), as the case may be, in respect of the Company.

**Pursuant thereto and for the avoidance of doubt, Shareholders are to take note that even after the Share Issuance Completion (regardless of whether the Proposed Share Consolidation is approved), further new Placement Shares shall continue to be allotted and issued to the Subscribers from time to time to maintain the said aggregate Agreed**

**Shareholding Proportion of 87.0%**, in the event any new Shares are issued pursuant to the exercise of any Warrants or Adjusted Warrants (including the exercise of Further Adjusted Warrants), as the case may be, held by the existing Warrantheolders (which include Mr. Daniel Lin Wei, Mr. Andy Lim and Associated Leisure International Pte Ltd).

**The Agreed Shareholding Proportion, which is an agreed term under the Placement and Loan Agreement, is meant to address any dilution effect to the Subscribers' shareholdings arising from the issue of new Shares pursuant to the exercise of any Warrants or Adjusted Warrants (including the exercise of Further Adjusted Warrants), but excluding any increase in the Company's share capital that is not caused by the exercise of any Warrants, Adjusted Warrants or Further Adjusted Warrants, as the case may be.**

Accordingly, upon the expiry of the Warrants, Adjusted Warrants or Further Adjusted Warrants (as the case may be), on 4 July 2022 at 5:00 p.m., no further new Placement Shares shall continue to be allotted and issued to the Subscribers from time to time to maintain the said aggregate Agreed Shareholding Proportion of 87.0%.

For illustrative purposes, in the event that the Proposed Share Consolidation is approved by Shareholders, and assuming that:

- (i) there are no further conversions to any of the existing 97,491,109 Warrants;
- (ii) the Proposed Share Consolidation has been completed;
- (iii) the Proposed Allotment and Issue of Conversion Shares in accordance with the Scheme has been completed; and
- (iv) all Adjusted Warrants have been converted into New Consolidated Shares,

an aggregate of up to 490,990,951 Placement Shares ("**Illustrative Consolidated Placement Shares Issue**") shall potentially be issued to BOC and Mr. Ng Yeau Chong (being 454,166,630 Placement Shares issued to BOC and 36,824,321 Placement Shares issued to Mr. Ng Yeau Chong).

In the event that the Proposed Share Consolidation is not approved by Shareholders, and assuming that:

- (i) all the existing 97,491,109 Warrants have been converted into new Shares; and
- (ii) the Proposed Allotment and Issue of Conversion Shares in accordance with the Scheme has been completed,

an aggregate of up to 24,549,591,182 Placement Shares ("**Illustrative Unconsolidated Placement Shares Issue**") shall potentially be issued to BOC and Mr. Ng Yeau Chong (being 22,708,371,844 Placement Shares issued to BOC and 1,841,219,338 Placement Shares issued to Mr. Ng Yeau Chong).

The Placement Shares shall be allotted and issued free from all Encumbrances and shall rank *pari passu* in all respects with and carry all rights similar to the existing issued Shares, except that they will not rank for any dividend, right, allotment or other distribution, accruing on a record date which falls on or before the date of allotment and issue of Placement Shares.

## **2.4 Placement Price**

2.4.1 The issue price for each Placement Share is equivalent to the Placement Consideration divided by the aggregate number of Placement Shares to be allotted and issued to the Subscribers.

2.4.2 For illustrative purposes:



- (a) assuming the Illustrative Consolidated Placement Shares Issue of an aggregate of 490,990,951 Placement Shares, the Placement Price shall be S\$0.004185 (rounded to six decimal places) ("**Illustrative Consolidated Placement Price**"); or
- (b) assuming the Illustrative Unconsolidated Placement Shares Issue of an aggregate of 24,549,591,182 Placement Shares, the Placement Price shall be S\$0.00008369 (rounded to eight decimal places) ("**Illustrative Unconsolidated Placement Price**").

2.4.3 As stated above, Shareholders are to take note that even after the Share Issuance Completion (regardless of whether the Proposed Share Consolidation is approved), further new Placement Shares shall continue to be allotted and issued to the Subscribers from time to time to maintain the said aggregate Agreed Shareholding Proportion of 87.0%, in the event any new Shares are issued pursuant to the exercise of any Warrants or Adjusted Warrants (including the exercise of Further Adjusted Warrants), as the case may be. For further particulars, please refer to Paragraph 2.3 of this Circular.

2.4.4 In the event that further new Placement Shares shall continue to be allotted and issued to the Subscribers, no further consideration is payable by the Subscribers. Pursuant thereto, the relevant Placement Price set out above may be varied according to the number of Placement Shares ultimately issued to the Subscribers and whether or not the Proposed Share Consolidation is approved by Shareholders.

The last traded price of Shares in the Company, prior to the suspension of trading in the Company's securities on the Last Trading Day, was S\$0.004 per Share on an unconsolidated basis. The Illustrative Unconsolidated Placement Price represents a discount of approximately 98% to the VWAP of the Shares of S\$0.004 based on trades done on the Last Trading Day. Accordingly, the Company would like to seek the specific approval of Shareholders for the issuance of the Placement Shares at the Placement Price under Rule 811(3) of the Catalyst Rules (as particularised in Paragraph 2.6(c) below).

2.4.5 The Illustrative Unconsolidated Placement Price is below the minimum bid size of S\$0.001 prescribed by the SGX-ST. Accordingly, the Company will be seeking the approval of its Shareholders at the EGM to carry out the Proposed Share Consolidation, to take place during the Scheme period but before the issuance of Conversion Shares and Placement Shares on a 50:1 basis. As such, if the Proposed Transactions are approved and the Proposed Whitewash Resolution is passed, the Placement Shares will be issued to the Subscribers on a post-consolidation basis.

Further details of the Proposed Share Consolidation are set out in Section 6 (The Proposed Share Consolidation) of this Circular.

## 2.5 Conditions Precedent

Completion of the Proposed Placement is conditional upon the satisfaction or waiver of, *inter alia*:

- (a) approval of the Scheme on terms (including without limitation, the allotment and issue of new Shares in connection therewith) acceptable to the Subscribers by the Creditors in compliance with the requirements of Section 210 of the Companies Act, and such approval remaining in full force and effect as of completion under the Placement and Loan Agreement;
- (b) the sanction of the Scheme by the Court pursuant to the Companies Act and a copy of such court order sanctioning the Scheme being lodged with the ACRA pursuant to Section 210(5) of the Companies Act;
- (c) all regulatory approvals being obtained and not withdrawn, including without limitation, (i) the listing and quotation notice from the SGX-ST for the dealing in, listing of and

quotation for, *inter alia*, the Placement Shares on the SGX-ST, and (ii) the SGX-ST's approval-in-principle for resumption of trading of the Shares on the SGX-ST, and where any of the aforesaid approvals is obtained subject to any conditions, such conditions being fulfilled and not revoked, rescinded or cancelled;

- (d) the Company remaining listed on the SGX-ST and there being no notice or proposal for the delisting of the Company;
- (e) the SIC having granted BOC and its concert parties (and not having revoked or repealed such grant) a waiver of BOC's obligation to make a mandatory offer under Rule 14 of the Code for the Shares not held by BOC and its concert parties and from having to comply with the requirements of Rule 14 of the Code including but not limited to pre-clearance from the SIC on any issues in connection with the Proposed Placement that BOC and/or the Company may consider necessary, subject to (i) any conditions that the SIC may impose, provided that such conditions are reasonably acceptable to BOC and its concert parties; and (ii) the Independent Shareholders approving at the EGM to be convened, the Proposed Whitewash Resolution;
- (f) approval of Shareholders for (1) the Proposed Placement (which for the avoidance of doubt shall be for up to such number of new Shares to be issued to the Subscribers (i) taking into account the Conversion Shares to be issued in accordance with the terms of the Scheme at the material time and (ii) assuming the exercise of all the existing Warrants held by Warranholders of the Company as at the date of the Placement and Loan Agreement), (2) the allotment and issue of Conversion Shares in connection with the Scheme, (3) the appointment of such persons as may be nominated by BOC as directors of the Company, and (4) such other transaction contemplated in connection with the Placement and Loan Agreement and the Scheme being obtained at the EGM; and
- (g) the Proposed Placement not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement and Loan Agreement by any legislative, executive or regulatory body or authority of Singapore which is applicable to any party to the Placement and Loan Agreement.

As at the Latest Practicable Date, conditions set out in sub-paragraphs (a), (b), (e) and (g) of this Paragraph 2.5 above have been satisfied. In the event that any of the aforementioned conditions precedent as set out in the Placement and Loan Agreement is not satisfied on or before 31 July 2021 (or such later date as the parties to the Placement and Loan Agreement may agree in writing), the Placement and Loan Agreement will *ipso facto* cease.

In relation to the condition set out in sub-paragraph (e), the SIC had waived the obligation for BOC to make a general offer under Rule 14 of the Code, subject to the conditions set out in Section 5 (The Proposed Whitewash Resolution) below.

## **2.6 Shareholders' Approval for the Proposed Placement**

The Proposed Placement is subject to specific Shareholders' approval under the Catalist Rules and the Companies Act.

### **(a) Section 161 of the Companies Act and Rule 805(1)**

Under Section 161 of the Companies Act and pursuant to Rule 805(1) of the Catalist Rules, an issuer must obtain the prior approval of shareholders in a general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer except where a general mandate for such issue has been previously obtained from shareholders in a general meeting.

**(b) Rules 804 and 812(2)**

Rule 804 of the Catalist Rules provides that, except in the case of an issue made on a *pro rata basis* to shareholders or a scheme referred to in Part VIII of Chapter 8 of the Catalist Rules, no director of an issuer, or associate of the director, may participate directly or indirectly in an issue of equity securities or convertible securities unless shareholders in general meeting have approved the specific allotment. Such directors and associates must abstain from exercising any voting rights on the matter.

Rules 812(1) and 812(2) of the Catalist Rules provide that, save where specific shareholders' approval for such a placement has been obtained, an issue must not be placed to any of the following persons:

- (i) the issuer's directors and substantial shareholders;
- (ii) immediate family members of the directors and substantial shareholders;
- (iii) substantial shareholders, related companies (as defined in Section 6 of the Companies Act), associated companies and sister companies of the issuer's substantial shareholders;
- (iv) corporations in whose shares the issuer's directors and substantial shareholders have an aggregate interest of at least 10%; or
- (v) any person who, in the opinion of the SGX-ST, falls within category (i) to (iv) above,

with such directors and substantial shareholders and their associates abstaining from voting on the shareholders' resolution to approve such placement.

One of the Subscribers is Mr. Ng Yeau Chong, who is the Chief Executive Officer and Executive Director of the Company.

The other Subscriber is BOC, which is a company wholly-owned by Mr. Daniel Lin Wei, who is the son of Mr. Andy Lim, the Chairman and Executive Director and a Substantial Shareholder of the Company. Accordingly, BOC is an associate of Mr. Andy Lim.

The Subscribers therefore fall within the categories of persons covered in Rule 804 of the Catalist Rules and Mr. Ng Yeau Chong fall within the categories of persons covered in 812 of the Catalist Rules. Shareholders' approval is therefore required pursuant to Rules 804 and 812 of the Catalist Rules. Further details on the persons who will abstain from voting on the resolutions in connection with the Proposed Placement are set out in Section 15 (Abstention from Voting) of this Circular.

The Proposed Placement is also subject to Independent shareholders' approval of the Proposed Whitewash Resolution pursuant to Rule 14 of the Code. Please refer to Section 5 (The Proposed Whitewash Resolution) of this Circular for more details on the Proposed Whitewash Resolution.

**(c) Rule 811**

Rule 811 of the Catalist Rules provides that an issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed, unless specific shareholder approval is obtained for the issue of shares. If trading in the issuer's shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the placement agreement is signed.

As the trading of Shares has been suspended from 14 June 2019, there is no applicable reference point in respect of the weighted average price for trades done on the SGX-ST for the full Market Day on which the Placement and Loan Agreement was signed (being 1 February 2021), or the preceding Market Day up to the time the Placement and Loan Agreement was signed (being 29 January 2021).

Prior to the suspension of trading in Shares on 14 June 2019, the last traded price of Shares on the Last Trading Day was S\$0.004 per Share on an unconsolidated basis. The Illustrative Unconsolidated Placement Price represents a discount exceeding 10% of the VWAP of the Shares on the Last Trading Day. The Company would therefore require to seek the specific approval of Shareholders for the issuance of the Placement Shares at the Placement Price under Rule 811(3) of the Catalist Rules.

For completeness, as at the Latest Practicable Date, the Company has an issued share capital comprising 1,098,719,574 Shares (excluding 7,961,500 treasury shares) as well as 97,491,109 outstanding Warrants. Save for the foregoing, there are no outstanding securities issued by the Company which are convertible or exchangeable for, or warrants, rights or options to purchase shares in the capital of the Company.

## **2.7 Rationale for the Proposed Placement, the Scheme and the Proposed Allotment and Issue of Conversion Shares, and Use of Proceeds**

- 2.7.1 Since FY 2018, the Group began to experience financial difficulties arising from liquidity issues. These financial difficulties principally arose from three causes: (a) firstly, the overall business environment in the (i) offshore and marine and (ii) oil and gas industries as a whole has been challenging, caused among other things by a 2014 collapse in oil prices, which have yet to fully recover; (b) secondly, there has been a general decline in upstream capital expenditure in industries adjacent to the (i) offshore and marine and (ii) oil and gas industries. This has affected the revenues of the industry as a whole; and (c) thirdly, key contractual counterparties of companies within the Group have defaulted on their contracts with companies within the Group.
- 2.7.2 The Company is an investment holding company with no active operations of its own. The Company's liabilities primarily arose from its guarantees provided in respect of the liabilities of its subsidiaries. The Company is not able to meet its liabilities to its creditors as they fall due and is presently in default thereon.
- 2.7.3 The Company's FY2020 Financial Statements show that:
- (a) the Company had non-current assets valued at approximately S\$4,467,000 (almost all of which are in the form of its equity interests in subsidiaries);
  - (b) the Company had current assets of only S\$201,000. In contrast, the Company's currently-due liabilities to its creditors stood at approximately S\$20,847,000 (which included approximately S\$19,358,000 due to its subsidiaries);
  - (c) the Company therefore does not have sufficient liquid assets to meet its current liabilities as they fall due; and
  - (d) the Company is also subject to various court proceedings relating to unmet liabilities.
- 2.7.4 Accordingly, if the Company is not able to successfully restructure its liabilities, the alternative for all creditors would be insolvent liquidation. In such a situation, Shareholders are to take note that creditors' claims rank ahead of Shareholders'. The Company's assets are therefore first distributed to its creditors. A Shareholder is only entitled to his pro-rated share of the remainder after all creditors have been paid. If the assets are insufficient to satisfy all creditors, Shareholders will not receive any distribution of assets and may lose the money they paid for their Shares.

- 2.7.5 The Proposed Placement is intended to provide funds to the Company to, amongst others, facilitate the restructuring of its debts and liabilities as part of the Scheme with a view to rehabilitating the financial health of the Group. The Directors are of the opinion that: (i) taking into consideration the Group's present bank facilities, the working capital available to the Group is not sufficient to meet its present requirements; and (ii) as at the Latest Practicable Date, after taking into consideration the Group's present bank facilities and the net proceeds of the Proposed Placement, assuming the successful completion of the Proposed Placement and the Scheme, the working capital available to the Group is sufficient to meet its present requirements.
- 2.7.6 **The Company believes that the Proposed Allotment and Issue of Conversion Shares under the Scheme will allow the Company to address its solvency issues, facilitate the execution of any future business or restructuring plans and provide an opportunity for creditors to benefit from the potential rehabilitation of the Company. The Proposed Placement is an integral aspect of the Scheme and the Company's debt restructuring plan and if the Proposed Placement is not approved, the Scheme (which was approved by the Scheme Creditors on 13 April 2021 and sanctioned by the Court on 28 May 2021) will not be effective.**
- 2.7.7 Although the Proposed Placement is not part of the Scheme, the Scheme is conditional upon, amongst others, the completion of the Proposed Placement and *vice versa*.
- 2.7.8 The aggregate gross proceeds of the Proposed Placement and the Shareholders' Loans to be granted by the Subscribers, is S\$3.0 million. The Company intends to use 100% of these proceeds for the repayment of debts owed to eligible creditors of the Company under the Scheme.
- 2.7.9 In accordance with Rule 704(30) of the Catalist Rules, the Company will make periodic announcements on the use of the gross proceeds of the Proposed Placement amounting to S\$2.0 million ("**Placement Proceeds**") as and when the proceeds are materially disbursed, including whether the use was in accordance with the stated use and in accordance with the percentage allocated as announced, and provide a status report on the use of the Placement Proceeds in the Company's financial results announcements and annual reports. The Company will disclose a breakdown with specific details on the use of the Placement Proceeds (including those used for working capital purposes) in such announcements and annual reports. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.
- 2.8 Proposed Placement being Interested Person Transactions in relation to each Subscriber**
- 2.8.1 The Proposed Placement is subject to specific Shareholders' approval under Rule 906 of the Catalist Rules.
- 2.8.2 Rule 906 of the Catalist Rules provides that an issuer must obtain shareholder approval for any Interested Person Transaction (excluding transactions less than S\$100,000) of a value equal to, or more than:
- (i) 5% of the group's latest audited net tangible assets; or
  - (ii) 5% of the group's latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year.
- 2.8.3 BOC is a wholly-owned company of Mr. Daniel Lin Wei, who is the son of Mr. Andy Lim, the Chairman and Executive Director and a Substantial Shareholder of the Company. BOC is an associate of Mr. Andy Lim and therefore, an "interested person" for the purposes of Chapter 9 of the Catalist Rules. Accordingly, the proposed allotment and issue of Placement Shares to BOC and the Shareholders' Loan to be extended to the Company by BOC in connection with

the Proposed Placement will constitute Interested Person Transactions pursuant to Chapter 9 of the Catalist Rules.

Mr. Ng Yeau Chong is the Executive Director and Chief Executive Officer of the Company and therefore, an "interested person" for the purposes of Chapter 9 of Catalist Rules. Accordingly, the proposed allotment and issue of Placement Shares to him and the Shareholders' Loan to be extended to the Company by him in connection with the Proposed Placement will constitute Interested Person Transactions pursuant to Chapter 9 of the Catalist Rules.

Collectively, the above transactions are referred to as the Proposed Interested Person Transactions.

- 2.8.4 BOC and Mr. Ng Yeau Chong's subscription amounts under the Placement and Loan Agreement are S\$1,850,000 and S\$150,000 respectively, and the amounts to be disbursed as Shareholders' Loans to the Company are S\$925,000 and S\$75,000 respectively.

The Shareholders' Loans are secured interest-free loans, and accordingly, the amount at risk to the Company in respect of the Shareholders' Loans pursuant to Rule 909(3) of the Catalist Rules is nil.

Based on the FY2020 Financial Statements, the Company recorded negative NTA of approximately S\$21,518,000 as at 31 December 2020. As the Group recorded negative NTA as at 31 December 2020, the materiality of the Proposed Placement cannot be meaningfully measured. Pursuant to Rule 906(3) of the Catalist Rules, if the Group's latest audited NTA is negative, the issuer should consult the SGX-ST on the appropriate benchmark to calculate the relevant threshold in Rule 906(1) of the Catalist Rules, which may be based on its market capitalisation. The Shares have been suspended from trading on the SGX-ST since 14 June 2019, and as such, the Company's market capitalisation may not be an appropriate benchmark to calculate the relevant threshold in Rule 906(1) of the Catalist Rules. Having considered the above, the Company will seek the approval of independent Shareholders for the Proposed Placement being Interested Person Transactions in relation to each Subscriber, under Chapter 9 of the Catalist Rules.

- 2.8.5 Pursuant to Rule 921(4)(b)(i) of the Catalist Rules, an independent financial adviser is not required for the Proposed Placement as it is an issue of shares pursuant to Part IV of Chapter 8 of the Catalist Rules for cash. Instead, an opinion from the Audit Committee in the form required in Rule 917(4)(a) of the Catalist Rules must be disclosed. Notwithstanding the foregoing, the Recommending Directors have sought an opinion from the IFA on, *inter alia*, the Proposed Interested Person Transactions, which is set out below in Section 8 (Opinion of the IFA) and reproduced in full in **Appendix A** to this Circular. The opinion of the Audit Committee is set out below in Section 9 (Opinion of the Audit Committee) of this Circular.

## **2.9 Financial Effects of the Proposed Placement**

Please refer to Section 10 (Financial Effects of the Proposed Transactions) of this Circular for further details on the financial effects of, *inter alia*, the Proposed Placement.

## **2.10 No Prospectus or Offer Information Statement Required**

The Proposed Placement is made pursuant to the private placement exemption under Section 272B of the SFA. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

## **2.11 Notification under Section 309B of the SFA**

The Placement Shares are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

### 3. THE PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES

#### 3.1 Scheme

- 3.1.1 The Scheme was sanctioned by the Court on 28 May 2021 and is administered by the Scheme Manager. The Scheme commenced on and from 10 June 2021, when a copy of the Order of Court was lodged with the ACRA.
- 3.1.2 The terms of the Scheme are as set out in the Scheme document as set out in **Appendix B** to this Circular. Shareholders should read this section in conjunction with the full text of the Scheme document. Unless otherwise defined, capitalised terms in this Section 3 are defined in the Scheme document.

Certain key terms of the Scheme are set out below:

- (a) All Creditors shall have their Claims against the Company released and discharged (including for the avoidance of doubt (i) their Approved Claims as determined by the Scheme Manager in the course of adjudication and (ii) any Guaranteed Debts owed to them by the Company and/or its Subsidiaries). In their place, Scheme Creditors shall be entitled to receive the Upfront Cash Distributions, the Conversion Shares and the Special Cash Distributions from the Company.
  - (b) **Upfront Cash Distributions:** There will be an upfront cash distribution of up to S\$3 million to all Scheme Creditors in order to resolve up to 15% of the Scheme Creditors' aggregate Approved Claims on a *pari passu* basis. The Upfront Cash Distributions shall be distributed within 30 days from the Scheme Effective Date and payable in S\$.
  - (c) **Conversion Shares:** The Company shall issue and allot shares in the Company to all Scheme Creditors equivalent to approximately 9.0% of the Company's total share capital as at the date of issuance (being, for the avoidance of doubt, after the issuance and allotment of the Placement Shares and Conversion Shares) within 60 days from the Scheme Effective Date.
  - (d) **Special Cash Distributions:** The Company shall distribute 15 cents in every dollar of recovery from ARB 226 to all Scheme Creditors on a *pari passu* basis, up to a maximum of S\$4 million. The Company's obligation to distribute the Special Cash Distributions is not limited by time and will continue even after the Scheme ends.
- 3.1.3 Based on the final adjudication of the proof of debts submitted, Scheme Creditors will receive approximately 11.0% of their aggregated Approved Claims pursuant to the Upfront Cash Distributions. Scheme Creditors will receive the Conversion Shares, which are monetisable in that they are shares in a listed company in Singapore and any further recovery from the Special Cash Distributions.

#### 3.2 Conversion Shares

- 3.2.1 It is proposed that the Conversion Shares shall be allotted and issued after completion of the Proposed Share Consolidation. For the avoidance of doubt, Shareholders are to take note that the Company shall still proceed with the Share Issuance Completion if the Proposed Allotment and Issue of Conversion Shares and the Proposed Placement are approved by the Shareholders, notwithstanding that the Proposed Share Consolidation is not approved by Shareholders.
- 3.2.2 Based on the adjudication of the proof of debts submitted, an aggregate of 49,442,375 Conversion Shares shall be allotted to the Scheme Creditors after completion of the Proposed Share Consolidation and the Company shall issue and allot the Conversion Shares within 60 days of the Scheme Effective Date. The Conversion Shares will consist of Shares equivalent to approximately 9.0% of the Company's total share capital as at the date of issuance (being, for the avoidance of doubt, after the issuance and allotment of the Placement Shares and

Conversion Shares), and approximately 8.8% of the Company's share capital on the Fully Diluted Basis. If Shareholders do not approve the Proposed Share Consolidation, an aggregate of 2,472,119,033 Conversion Shares shall be allotted to the Scheme Creditors.

- 3.2.3 The Conversion Shares must be issued and credited to Scheme Creditors as being duly authorized, validly issued and fully-paid up, ranking *pari passu* in all other respects with any other Shares of the Company then in issue, and free from any claims, charges or any other security interests of any kind.

All Scheme Creditors will be subject to a prohibition on the sale of their Conversion Shares on the SGX-ST which will last 12 months from the date on which such Conversion Shares were issued and allotted to them pursuant to the Scheme. All Scheme Creditors will be permitted to dispose, sell or exchange any Conversion Shares if such disposal, sale or transfer were to take place on an off-market basis.

### 3.3 Conversion Share Issue Price

- 3.3.1 The Conversion Share Issue Price is determined by the Scheme Manager in accordance with the formula set out in Clause 4 of the Scheme.

For illustrative purposes:

- (a) assuming the Proposed Share Consolidation is approved by Shareholders and an aggregate of 49,442,375 Conversion Shares are allotted and issued to the Scheme Creditors, the Conversion Share Issue Price shall be S\$0.1907 (rounded to four decimal places); or
  - (b) assuming the Proposed Share Consolidation is not approved by Shareholders and an aggregate of 2,472,119,033 Conversion Shares are allotted and issued to the Scheme Creditors, the Conversion Share Issue Price shall be S\$0.003814 (rounded to six decimal places) ("**Unconsolidated Conversion Share Issue Price**").
- 3.3.2 The last traded price of Shares in the Company, prior to the suspension of trading in the Company's securities on the Last Trading Day, was S\$0.004 per Share on an unconsolidated basis. The Unconsolidated Conversion Share Issue Price represents a discount of approximately 5.0% to the VWAP of the Shares of S\$0.004 based on trades done on the Last Trading Day.

### 3.4 Conditions Precedent

The Scheme is subject, *inter alia*, to the following conditions precedent being met:

- (a) approval of the Scheme by the Court;
- (b) lodgement of the Order of Court sanctioning the Scheme with ACRA;
- (c) occurrence of the Scheme Commencement Date;
- (d) the approval of the SGX-ST for the listing and quotation of the Conversion Shares and the Placement Shares;
- (e) the approval-in-principle of the SGX-ST for the resumption of trading of the Company's shares on the SGX-ST;
- (f) the approval of the Company's shareholders being obtained at a general meeting for the allotment and issue of the Conversion Shares and the Placement Shares; and
- (g) the grant of a Whitewash Waiver by the SIC in respect of the requirement to make a mandatory general offer pursuant to the Code in connection with the allotment and



issue of the Placement Shares, and approval of the Proposed Whitewash Resolution by the Independent Shareholders being obtained at a general meeting to be called.

As at the Latest Practicable Date, conditions set out in sub-paragraphs (a), (b), (c) and (g) of this Paragraph 3.4 above have been satisfied. Assuming all conditions precedent under the Scheme have been satisfied, the Proposed Allotment and Issue of Conversion Shares shall take place as soon as practicable after the completion of the Proposed Placement.

In relation to the condition set out in sub-paragraph (g), the SIC had waived the obligation for BOC to make a general offer under Rule 14 of the Code, subject to the conditions set out in Section 5 (The Proposed Whitewash Resolution) below.

### **3.5 Scheme Creditors**

As mentioned above, the Scheme Creditors are entitled to be allotted and issued Conversion Shares.

The Chairman and Executive Director and Substantial Shareholder, Mr. Andy Lim, while not a Scheme Creditor himself, is a minority shareholder of one of the Scheme Creditors, namely Tembusu Fund 2, which entered into members' voluntary liquidation in or around April 2020 due to the end of the fund life.

Pursuant to the Scheme, Conversion Shares will be issued to Tembusu Fund 2, as it is one of the Scheme Creditors.

As at the Latest Practicable Date, there are no plans for the liquidator of Tembusu Fund 2 to distribute any Conversion Shares to its shareholders as dividend in specie upon its liquidation. However, if Conversion Shares are to be distributed to the shareholders of Tembusu Fund 2, Mr. Andy Lim will potentially receive up to approximately 1.2% of the total number of Conversion Shares to be issued under the Scheme.

Save as disclosed above, each of the Directors has confirmed that he/her is not a Creditor of the Company.

### **3.6 Shareholders' Approval for the Proposed Allotment and Issue of Conversion Shares**

The Proposed Allotment and Issue of Conversion Shares is subject to specific Shareholders' approval under the Catalist Rules and the Companies Act.

Under Section 161 of the Companies Act and pursuant to Rule 805(1) of the Catalist Rules, an issuer must obtain the prior approval of shareholders in a general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer except where a general mandate for such issue has been previously obtained from shareholders in a general meeting.

### **3.7 Rationale for the Scheme and the Proposed Allotment and Issue of Conversion Shares**

The Company presently does not have sufficient liquid assets to meet its current liabilities as they fall due, and the Company is also subject to various court proceedings relating to unmet liabilities. **The Company believes that the Proposed Allotment and Issue of Conversion Shares under the Scheme will allow the Company to address its solvency issues, facilitate the execution of any future business or restructuring plans and provide an opportunity for Creditors to benefit from the potential rehabilitation of the Company.**

Further details of the rationale for the Scheme and the Proposed Allotment and Issue of Conversion Shares are set out in Paragraph 2.7 of this Circular.

### **3.8 Use of Proceeds**

There will not be any proceeds in cash from the Proposed Allotment and Issue of Conversion Shares, as the Conversion Shares are issued in consideration of the settlement of outstanding debts of the Company in accordance with the terms of the Scheme.

### **3.9 Financial Effects of the Proposed Allotment and Issue of Conversion Shares**

Please refer to Section 10 (Financial Effects of the Proposed Transactions) of this Circular for further details on the financial effects of, *inter alia*, the Proposed Allotment and Issue of Conversion Shares.

### **3.10 Notification under Section 309B of the SFA**

The Conversion Shares are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## **4. THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY**

**4.1** Pursuant to Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a Controlling Interest without prior approval of shareholders in general meeting.

**4.2** The Proposed Placement and the Proposed Allotment and Issue of Conversion Shares will result in BOC having such number of Shares representing 80.475% of the enlarged issued share capital of the Company on the Fully Diluted Basis upon the Share Issuance Completion, which is more than 15% of the enlarged issued share capital of the Company on the Fully Diluted Basis upon the Share Issuance Completion.

**4.3** For the avoidance of doubt, Shareholders are to take note that even after the Share Issuance Completion (regardless of whether the Proposed Share Consolidation is approved), further new Placement Shares shall continue to be allotted and issued to the Subscribers from time to time to maintain the said aggregate Agreed Shareholding Proportion of 87.0% shareholding in the Company, as more particularly explained in Paragraph 2.3 above of this Circular.

**4.4** As such, the Proposed Placement and the Proposed Allotment and Issue of Conversion Shares, if approved, will result in the transfer of Controlling Interest in the Company to BOC. Shareholders' approval for the Proposed Placement and the Proposed Allotment and Issue of Conversion Shares is therefore required pursuant to Rule 803 of the Catalist Rules.

**4.5** Please refer to Paragraph 5.5 of this Circular for further details on the dilutive effect of the Proposed Transactions on the shareholding structure of the Company.

## **5. THE PROPOSED WHITEWASH RESOLUTION**

### **5.1 Interest of BOC and its concert parties**

As at the Latest Practicable Date, BOC and its concert parties who hold securities in the Company are as follows:

- (a) BOC does not hold any Shares, convertibles or any other securities in the Company;
- (b) Mr. Daniel Lin Wei, a director and sole shareholder of BOC, holds (whether directly or indirectly) 840,000 Shares and 120,000 Warrants in the Company;

- (c) Mr. Andy Lim, the father of Mr. Daniel Lin Wei, who is also the Chairman and Executive Director as well as a Substantial Shareholder, holds (whether directly or indirectly) 273,043,120 Shares and 39,006,160 Warrants in the Company; and
- (d) Associated Leisure International Pte Ltd, a company controlled by Mr. Andy Lim, holds (whether directly or indirectly) 29,400,000 Shares and 4,200,000 Warrants in the Company.

As at the Latest Practicable Date, Mr. Lai Hock Meng, who is the other director of BOC, (together with his close relatives, related trusts as well as companies controlled by him, his close relatives and related trusts) do not hold any Shares, Warrants or any other securities in the Company.

On the Share Issuance Completion and assuming that on completion of the Proposed Share Consolidation, all the Adjusted Warrants are exercised by the existing Warranholders in full, the Placement Shares held by BOC and the Shares held by its concert parties will represent in aggregate more than 80.475% of the Company's share capital.

Under Rule 14 of the Code, except with the consent of the SIC, where any person acquires whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights of a company, such person must extend offers immediately, on the basis set out in Rule 14 of the Code, to the holders of any class of share capital of a company which carries votes and in which such person, or persons, acting in concert with him, hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

Therefore, pursuant to Rule 14 of the Code, BOC and its concert parties will incur an obligation to make a general offer for the Shares not held by BOC or its concert parties following the Share Issuance Completion, at the highest price paid by BOC and its concert parties for the Shares in the past 6 months preceding the commencement of the offer, unless such obligation is waived by the SIC and the Proposed Whitewash Resolution is approved by the Independent Shareholders at the EGM.

## 5.2 SIC Confirmation and Whitewash Waiver

On 8 June 2021, the SIC had waived the obligation for BOC to make a general offer under Rule 14 of the Code for the Company incurred as a result of BOC and its concert parties increasing their shareholdings to more than 30.0% under the Proposed Placement subject to the following conditions ("**Whitewash Waiver**"):

- (a) a majority of holders of voting rights of the Company approve at a general meeting, before the issue of the Placement Shares to BOC (which includes further new Placement Shares which shall be allotted and issued to BOC from time to time to maintain the Agreed Shareholding Proportion of 80.475% in the event any new Shares are issued pursuant to the exercise of any Warrants or Adjusted Warrants (including the exercise of Further Adjusted Warrants) as the case may be, held by existing Warranholders (which include Mr. Daniel Lin Wei, Mr. Andy Lim and Associated Leisure International Pte Ltd, whom are all concert parties of BOC) from time to time after the Share Issuance Completion, to address any dilution effect arising from the issue of such new Shares, but excluding any increase in VOM's share capital that is not caused by the exercise of any Warrants, Adjusted Warrants or Further Adjusted Warrants, as the case may be), a whitewash resolution by way of a poll to waive their rights to receive a general offer from BOC;
- (b) the Proposed Whitewash Resolution is separate from other resolutions;
- (c) BOC and its concert parties as well as parties not independent of them, abstain from voting on the Proposed Whitewash Resolution;

- (d) BOC and its concert parties did not acquire and are not to acquire any Shares or instruments convertible into and options in respect of Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which have been disclosed in the Circular):
  - (i) during the period between the Placement Term Sheet Announcement on 14 January 2021 and the date Shareholders' approval is obtained for the Proposed Whitewash Resolution; and
  - (ii) in the 6 months prior to the date of the Placement Term Sheet Announcement on 14 January 2021, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors in relation to the Proposed Placement;
- (e) the Company appoints an independent financial adviser to advise its Independent Shareholders on the Proposed Whitewash Resolution;
- (f) the Company sets out clearly in its Circular to Shareholders:
  - (i) details of the Proposed Placement and the Scheme, including the issue of the Placement Shares and the Proposed Allotment and Issue of Conversion Shares;
  - (ii) the dilution effect to existing holders of voting rights of the Company upon the issue of the Placement Shares and Conversion Shares;
  - (iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of Shares in the Company held by BOC and its concert parties as at the Latest Practicable Date;
  - (iv) the number and percentage of voting rights to be issued to BOC as a result of the Proposed Placement;
  - (v) specific and prominent reference to the fact that the issue of the Placement Shares would result in BOC holding Shares carrying over 49.0% of the voting rights of the Company, and that BOC and its concert parties will be free to acquire further Shares without incurring any obligation under Rule 14 to make a general offer; and
  - (vi) specific and prominent reference to the fact that Shareholders, by voting for the Proposed Whitewash Resolution, are waiving their rights to a general offer from BOC at the highest price paid by BOC and its concert parties for the Shares in the past 6 months preceding the commencement of the offer;
- (g) the Circular by the Company to its Shareholders states that the waiver granted by SIC to BOC from the requirement to make a general offer under Rule 14 is subject to the conditions stated in sub-paragraphs (a) to (f) above;
- (h) the Company obtains the SIC's approval in advance for those parts of the Circular that refer to the Proposed Whitewash Resolution; and
- (i) to rely on the Proposed Whitewash Resolution, the approval of the Proposed Whitewash Resolution must be obtained within 3 months of 8 June 2021, being the date of the SIC letter and the issue of the Placement Shares under the Proposed Placement must be completed within 3 months of the approval of the Proposed Whitewash Resolution.

As at the Latest Practicable Date, save for conditions set out under paragraphs 5.2(a) and 5.2(i) above which are expected to be satisfied only at or after the EGM, all conditions imposed by the SIC set out above have been satisfied.

BOC has provided a written confirmation to the SIC that BOC and its concert parties did not acquire, and will not acquire, any Shares or instruments convertible into and options in respect of Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which will be disclosed in this Circular):

- (i) during the period between the Placement Term Sheet Announcement on 14 January 2021 and the date Shareholders' approval is obtained for the Proposed Whitewash Resolution; and
- (ii) in the 6 months prior to the Placement Term Sheet Announcement on 14 January 2021, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors in relation to the Proposed Placement.

### **5.3 The Proposed Whitewash Resolution**

The Independent Shareholders are requested to vote on the Proposed Whitewash Resolution as set out in Ordinary Resolution 4 in the Notice of EGM, waiving their rights to receive a general offer from BOC for the Shares not held by BOC or its concert parties following the Share Issuance Completion.

**Shareholders should note that the Proposed Placement is conditional, among other things, upon the passing of the Proposed Whitewash Resolution by the Independent Shareholders. In view of this, in the event that the Proposed Whitewash Resolution is not approved by the Independent Shareholders, the Proposed Placement will not proceed. Shareholders should also note that the Scheme is conditional upon the completion of the Proposed Placement.**

**Independent Shareholders should also note that by voting for the Proposed Whitewash Resolution, they are waiving their rights to receive a general offer from BOC at the highest price paid by BOC and its concert parties for the Shares in the past 6 months preceding the commencement of the offer.**

**Independent Shareholders should also note that upon the Share Issuance Completion, the issue of the Placement Shares would result in BOC holding Shares carrying over 49.0% of the voting rights of the Company, and that BOC and its concert parties will be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a general offer.**

### **5.4 Dilution**

As at the Latest Practicable Date, the Company has in issue a total of 1,098,719,574 Shares (excluding 7,961,500 treasury shares) as well as 97,491,109 outstanding Warrants.

Upon completion of the Proposed Share Consolidation and the issue of the Placement Shares and the Conversion Shares, the Company will have in issue a total of 549,359,676 Consolidated Shares (excluding 159,230 treasury shares) as well as 1,949,801 Adjusted Warrants (subject to certification as required under the terms and conditions of the Warrants set out in the Deed Poll).

It is proposed that the Placement Shares shall be allotted and issued after completion of the Proposed Share Consolidation. For the avoidance of doubt, Shareholders are to take note that the Company shall still proceed with the Share Issuance Completion if the Scheme and the Proposed Placement are approved by the Shareholders, notwithstanding that the Proposed Share Consolidation is not approved by Shareholders.

The Placement Shares will represent 87.0% of the enlarged share capital of the Company on the Fully Diluted Basis upon the Share Issuance Completion. The meaning of “Fully Diluted Basis” has previously been discussed in Paragraph 2.3 above of this Circular.

Pursuant thereto and for the avoidance of doubt, Shareholders are to take note that even after the Share Issuance Completion (regardless of whether the Proposed Share Consolidation is approved), further new Placement Shares shall continue to be allotted and issued to the Subscribers from time to time to maintain the said aggregate Agreed Shareholding Proportion of 87.0% shareholding in the Company, as more particularly explained in Paragraph 2.3 above of this Circular.

As a result of the Proposed Placement as well as the Proposed Allotment and Issue of Conversion Shares, the collective shareholding interests of the Independent Shareholders (other than the Subscribers) will be diluted. Such dilution effects are illustrated under Paragraph 5.5 of this Circular, which sets out, *inter alia*, the changes in the shareholding interests of Shareholders in the Company after the Proposed Placement and the Proposed Allotment and Issue of Conversion Shares.

## **5.5 Changes to Shareholding**

For illustrative purposes only and based on the assumptions set out below, the shareholding structure of the Company (i) as at the Latest Practicable Date, and (ii) on completion of the Proposed Share Consolidation (details of which are set out in Section 6 (The Proposed Share Consolidation) of this Circular) and Share Issuance Completion and assuming that all the Adjusted Warrants are exercised by the existing Warrantheholders in full (including all Adjusted Warrants held by BOC and/or its concert parties), is set out below:

***[Remainder of this page intentionally left blank]***

	As at the Latest Practicable Date						On completion of the Proposed Share Consolidation, the Share Issuance Completion and assuming that all the Adjusted Warrants are exercised by the existing Warrant holders in full (including all Adjusted Warrants held by BOC and/or its concert parties)			
Name	Direct Interest		Deemed Interest		Direct Interest	Deemed Interest	Direct Interest		Deemed Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Warrants	No. of Warrants	No. of Consolidated Shares	% <sup>(2)</sup>	No. of Consolidated Shares	% <sup>(2)</sup>
<b>Directors</b>										
Andy Lim <sup>(4)</sup>	243,643,120	22.2	29,400,000	2.7	34,806,160	4,200,000	5,568,985	1.0	672,000	0.1
Ng Yeau Chong	1,540,000	0.1	-	-	220,000	-	36,859,521 <sup>(3)</sup>	6.5 <sup>(3)</sup>	-	-
Lee Suan Hiang	3,570,000	0.3	-	-	510,000	-	81,600	0.0	-	-
Tan Wee Peng Kelvin	2,000,000	0.2	-	-	325,000	-	46,500	0.0	-	-
Phua Siok Gek Cynthia	-	-	-	-	-	-	-	-	-	-
<b>Substantial Shareholders (other than the Directors)</b>										
BOC	-	-	-	-	-	-	454,166,630 <sup>(3)</sup>	80.5 <sup>(3)</sup>	-	-
Daniel Lin Wei	840,000	0.1	-	-	120,000	-	19,200	0.0	454,166,630	80.5
Viking Engineering Pte Ltd	85,989,200	7.8	-	-	-	-	1,719,784	0.3	-	-
Tan Boy Tee	80,000,000	7.3	-	-	-	-	1,600,000	0.3	-	-
<b>Public Shareholders<sup>(5)</sup></b>										
Scheme Creditors	50,253,656 <sup>(6)</sup>	4.6	-	-	-	-	50,447,448 <sup>(6)</sup>	8.9 <sup>(7)</sup>	-	-
Other Shareholders	601,483,598	54.7	-	-	57,309,949	-	13,175,747	2.3	-	-

Notes:

1. Based on 1,098,719,574 Shares (excluding treasury shares) as at the Latest Practicable Date.
2. Based on the enlarged issued and paid-up share capital of the Company comprising 564,357,415 Shares (excluding treasury shares) after completion of the Proposed Share Consolidation, the Share Issuance Completion and assuming that all the Adjusted Warrants are exercised by the existing Warranholders in full (including all Adjusted Warrants held by BOC and/or its concert parties).
3. For the avoidance of doubt, Shareholders are to take note that even after the Share Issuance Completion (regardless of whether the Proposed Share Consolidation is approved), further new Placement Shares shall continue to be allotted and issued to the Subscribers from time to time to maintain the said aggregate Agreed Shareholding Proportion of 87.0% shareholding in the Company, as more particularly explained in Paragraph 2.3 above of this Circular. The shareholding percentages of Mr. Ng Yeau Chong (6.525%) and BOC (80.475%) have been rounded to one decimal place in this table.
4. Mr. Andy Lim has a direct interest in 243,643,120 Shares, of which 243,106,880 Shares are registered in his own name and 536,240 shares are registered and held through Phillip Securities Pte Ltd. Mr. Andy Lim is further deemed interested in the 29,400,000 Shares held by Associated Leisure International Pte Ltd whereby he holds a 99% shareholding interest.
5. "Public Shareholders" are Shareholders other than Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company or its subsidiaries, and the associates of such persons.
6. One of the Scheme Creditors holds Shares as at the Latest Practicable Date. Accordingly, on completion of the Proposed Share Consolidation, the Share Issuance Completion and assuming that all the Adjusted Warrants are exercised by the existing Warranholders in full (including all Adjusted Warrants held by BOC and/or its concert parties), Scheme Creditors will hold in aggregate 50,447,448 Consolidated Shares, which includes 49,442,375 Conversion Shares to be allotted and issued by the Company to the Scheme Creditors on a post-consolidation basis in the event the Proposed Share Consolidation is approved by Shareholders.
7. Assuming that other than the one Scheme Creditor who holds Shares as at the Latest Practicable Date as mentioned in Note 6 above, the remaining Scheme Creditors do not already hold Shares immediately prior to the Proposed Allotment and Issue of Conversion Shares.



## 6. THE PROPOSED SHARE CONSOLIDATION

### 6.1 Introduction

In connection with the Proposed Transactions, the Company announced on 10 June 2021 that it is proposing to undertake the Proposed Share Consolidation pursuant to which the Company proposes to consolidate every fifty (50) Existing Shares (including treasury shares) into one (1) Consolidated Share as at a Record Date to be determined by the Directors in their absolute discretion as they deem appropriate, fractional entitlements to be disregarded.

Accordingly, subject to Shareholders' approval being obtained for the Proposed Share Consolidation at the EGM, Shareholders' holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be ascertained on the Record Date. After the Record Date, every fifty (50) Existing Shares (including treasury shares) registered in the name, or standing to the credit of the Securities Account, of each Shareholder or Depositor (as the case may be) as at the Record Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.

The Proposed Share Consolidation will take effect on the Effective Trading Date. An announcement will be made at the appropriate time of the Effective Trading Date.

**Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Record Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Proposed Share Consolidation will be disregarded. Fractions of a Consolidated Share arising from the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.**

**Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded. Shareholders who hold less than fifty (50) Existing Shares as at the Record Date will not be entitled to any Consolidated Shares and will no longer be Shareholders upon completion of the Proposed Share Consolidation. As trading in the Shares is currently suspended and will continue to be suspended at the time of the Proposed Share Consolidation, Shareholders are advised that they will not be able to purchase additional Existing Shares so as to increase the number of Existing Shares held to a multiple of fifty (50) Shares prior to the Record Date so as to remain as Shareholders upon completion of the Proposed Share Consolidation.**

**While the Company is mindful of the impact to the affected Shareholders who would cease to be Shareholders upon completion of the Proposed Share Consolidation, and the Shareholders who will receive odd lots of Consolidated Shares (as explained in Paragraph 6.5 below), the Company is of the view that a viable corporate turnaround plan is necessary and will be beneficial to the Company and its Shareholders in the long term. Given the above considerations and assessment, the Board is of the view that the Proposed Share Consolidation ratio of 50:1 brings the value ascribed to the Company to an amount that is commercially acceptable by the parties for the successful implementation of the Proposed Transactions. Accordingly, the Board believes that the Proposed Share Consolidation strikes a fair and appropriate balance between safeguarding the minority Shareholders' interests, and business and commercial factors leading to the successful implementation of the Proposed Transactions.**

Each Consolidated Share will rank *pari passu* in all respects with each other, except that the Consolidated Shares which are held as treasury shares by the Company will be subject to the provisions of the Companies Act on treasury shares. With effect from 9:00 a.m. on the Effective

Trading Date, trading in the Consolidated Shares on the Catalist of the SGX-ST will be in board lots of one hundred (100) Consolidated Shares.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$102,604,532 comprising 1,098,719,574 Existing Shares (excluding 7,961,500 treasury shares).

On the assumptions that there will be no new Shares issued by the Company up to the Record Date (i.e., before the Share Issuance Completion) and no fractions of Consolidated Shares arising from the Proposed Share Consolidation, and subject to Shareholders' approval being obtained for the Proposed Share Consolidation, the issued and paid up share capital of VOM will be S\$102,604,532, comprising 21,974,288 Consolidated Shares (excluding 159,230 treasury shares) as well as 1,949,801 Adjusted Warrants (subject to certification as required under the terms and conditions of the Warrants set out in the Deed Poll) following the completion of the Proposed Share Consolidation. Each Adjusted Warrant shall rank *pari passu* with the Warrants constituted by the Deed Poll. The New Consolidated Shares to be allotted and issued from time to time upon the exercise of the Adjusted Warrants shall rank *pari passu* in all respects with the then existing Consolidated Shares in the capital of the Company, save for any dividends, rights, allotments or other distributions accrued prior to the date that the Adjusted Warrants are exercised.

Subject to Shareholders' approval being obtained for the Proposed Share Consolidation, and immediately following the completion of the Proposed Share Consolidation and the Share Issuance Completion, and on the assumptions that (i) no Adjusted Warrants are exercised, and (ii) there will be no fractions of Consolidated Shares arising from the Proposed Share Consolidation, the Company will have an issued and paid-up share capital of S\$104,604,532 comprising 549,359,676 Consolidated Shares.

**The Proposed Share Consolidation will have no impact on the dollar value of the issued and paid-up share capital of the Company. The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders' funds of the Group. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation (excluding the effects of the Proposed Placement and the Proposed Allotment and Issue of the Conversion Shares) will not cause any material changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding and the disregard of the fractional entitlement.**

## **6.2 Rationale for the Proposed Share Consolidation**

The Directors believe that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders having taken into consideration the following:

### **6.2.1 Satisfaction of the minimum bid size prescribed by the SGX-ST**

As mentioned in Paragraph 2.4.5 of this Circular, the Illustrative Unconsolidated Placement Price is below the minimum bid size of S\$0.001 prescribed by the SGX-ST. Accordingly, the Company proposes to carry out the Proposed Share Consolidation on a 50:1 basis during the Scheme period but before the issuance of Conversion Shares and Placement Shares.

### **6.2.2 Reduction of volatility of the Share price**

As share trading may involve certain minimum fixed expenses (such as minimum brokerage fees), trading in lowly-priced shares may translate to higher transaction costs, relative to the trading price, for each board lot of Shares. In addition, lowly-priced shares are generally more prone to speculation and market manipulation. Given their susceptibility to speculation and market manipulation, lowly-priced shares are generally

more volatile as compared to higher-priced shares. The Board believes that the Proposed Share Consolidation may serve to (i) reduce the volatility of its Share price and reduce fluctuations in the Company's market capitalisation; and (ii) reduce the percentage transaction cost for trading in each board lot of Shares.

### 6.2.3 Increase in the market interest and attractiveness of the Company and its Shares

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares issued and outstanding. It is expected that, all other things being equal, the theoretical trading price and NTA of each Consolidated Share following the decrease in the number of Shares in issue after the Proposed Share Consolidation would be higher than the last traded price and NTA of each Existing Share. In addition, the Proposed Share Consolidation may facilitate corporate actions and also increase market interest and activity in the Shares, and generally make the Shares more attractive to investors, including institutional investors, thus providing a more diverse shareholder base.

**Shareholders should note, however, that there is no assurance that the Proposed Share Consolidation will achieve the above desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

### 6.3 Conditions for the Proposed Share Consolidation

The Proposed Share Consolidation is subject to, *inter alia*:

- (a) the receipt of the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares on the Catalist of the SGX-ST; and
- (b) the approval of Shareholders by ordinary resolution of the Proposed Share Consolidation at an EGM of the Company to be convened.

An application will be made by the Sponsor, for and on behalf of the Company, for the listing and quotation of the dealing in, listing of and quotation for, *inter alia*, the Consolidated Shares, the Adjusted Warrants and the New Consolidated Shares to be issued upon the exercise of the Adjusted Warrants on the Catalist of the SGX-ST. As at the Latest Practicable Date, the Company has yet to receive the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares, the Adjusted Warrants and the New Consolidated Shares. An appropriate announcement on the outcome of the application will be made once the listing and quotation notice is issued by the SGX-ST.

Any listing and quotation notice which may be issued by the SGX-ST for the listing and quotation of the Consolidated Shares, the Adjusted Warrants and the New Consolidated Shares is not to be taken as an indication of the merits of the Company, its subsidiaries, the Proposed Share Consolidation, the Consolidated Shares, the Adjusted Warrants or the New Consolidated Shares.

Assuming that the abovementioned approvals are duly obtained, the Directors will fix the Record Date and Effective Trading Date at such date and time as they deem appropriate in the interests of the Company and its Shareholders.

An announcement will be made by the Company to notify Shareholders of the Record Date and the Effective Trading Date in due course. The announcement of the Record Date will be made at least five (5) market days ahead of the Record Date.

### 6.4 Updating of Register of Members and Depository Register

If Shareholders at the EGM approve the Proposed Share Consolidation, the Shareholders' entitlements of the Consolidated Shares will be determined on the Record Date, based on their shareholdings as at 5:00 p.m. on such date. The Register of Members and the Depository

Register will be updated to reflect the number of Consolidated Shares held by Shareholders based on their shareholdings in the Company as at the Record Date, and trading in the Consolidated Shares will be in board lots of one hundred (100) Consolidated Shares on the Effective Trading Date.

#### **6.4.1 Deposit of Share Certificates with CDP**

Shareholders who hold Old Share Certificates in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Record Date. After the Record Date, CDP will not accept any Old Share Certificates for deposit.

After the Record Date, CDP will only accept the deposit of New Share Certificates. Shareholders who wish to deposit their Old Share Certificates with CDP after the Record Date must first deliver their Old Share Certificates to the Share Registrar, M&C Services Pte Ltd at 112 Robinson Road #05-01, Singapore 068902 for cancellation and issuance of New Share Certificates in replacement thereof as described below.

#### **6.4.2 Issue of New Share Certificates**

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Record Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar, M&C Services Pte Ltd at 112 Robinson Road #05-01, Singapore 068902 as soon as possible during normal business hours (9:00 a.m. to 5:00 p.m., Mondays to Fridays) and preferably, not later than five (5) Market Days after they have been notified of the Record Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of the relevant Shareholders at their own risk within ten (10) Market Days from the Record Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders are to deliver their respective Old Share Certificates to the Company's Share Registrar or CDP in accordance with the provisions set out above, only after the Company's announcement of the Record Date.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from those reflected in the Register of Members of the Company.

#### **6.4.3 Share Certificates not valid for settlement of trades on the Catalist of the SGX-ST**

Shareholders who hold Old Share Certificates are reminded that their Old Share Certificates are not valid for settlement of trading in the Consolidated Shares on the Catalist of the SGX-ST, as the Shares are traded under a book-entry (scripless) settlement system, but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar.

The New Share Certificates will not be valid for delivery for trades done on the Catalist of the SGX-ST although they will continue to be *prima facie* evidence of legal title to Consolidated Shares.

## **6.5 Trading Arrangements for the Consolidated Shares and odd lots**

### **6.5.1 Trading arrangements for the Consolidated Shares**

Subject to the approval for the Proposed Share Consolidation by Shareholders at the EGM, with effect from 9:00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of one hundred (100) Consolidated Shares. Accordingly, fifty (50) Existing Shares as at 5:00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9:00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5:00 p.m. on the Market Day immediately preceding the Effective Trading Date.

### **6.5.2 Trading arrangements for odd lots**

All fractional entitlements arising upon the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

Prior to the suspension of trading of Shares on 14 June 2019, the Existing Shares were traded in board lots of one hundred (100) Shares in the ready market. Following the completion of the Proposed Share Consolidation, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of the Consolidated Shares (that is, lots other than board lots of one hundred (100) Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid.

Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST can trade with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying shares. As odd lots of Consolidated Shares can be traded on the unit share market of the SGX-ST, no separate arrangement will be made for the trading of such odd lots.

**However, Shareholders should note that the market for trading of such odd lots of Consolidated Shares may be illiquid and they may have to bear disproportionate transaction costs in trading their Shares in the unit share market.**

## **6.6 Adjustments to Warrants**

6.6.1 As at the Latest Practicable Date, the Company has 97,491,109 outstanding Warrants. Pursuant to the Conditions, the Proposed Share Consolidation will constitute an event giving rise to adjustments to the exercise price payable for each new Share on the exercise of the Warrants and the number of Warrants.

6.6.2 The adjustments to the Warrants will not result in any material impact on the share capital, NTA per Share and EPS of the Company. Certain details of the adjustments have been announced by the Company in its announcement dated 10 June 2021.

6.6.3 In accordance with the provisions of Conditions 5.2.4, 5.2.5 and 5.5 of the Deed Poll:

- (a) the number of outstanding Warrants will be adjusted on the basis that fifty (50) Warrants will be consolidated into one (1) Adjusted Warrant;
  - (b) the existing exercise price of each Warrant will be adjusted from S\$0.025 to S\$0.50 and
  - (c) each Adjusted Warrant shall carry the right to subscribe for one (1) New Consolidated Share upon the exercise thereof. Pursuant to the adjustments, the number of Adjusted Warrants will be 1,949,801.
- 6.6.4 The abovementioned adjustments will be made pursuant to the Conditions set out in the Deed Poll, i.e. the Company had consulted the Auditors and the Auditors have certified that such adjustments will be made in accordance with the relevant Conditions set out in the Deed Poll. Copies of the Deed Poll, the Auditors' Certificate and the Director's Certificate are available for inspection at the office of the Company at 21 Kian Teck Road, Singapore 628773.
- 6.6.5 The adjustment will be effective from the close of the Market Day immediately preceding the date on which the Proposed Share Consolidation becomes effective. Pursuant to Conditions 5.5 and 5.6 of the Deed Poll, any adjustment to the exercise price will be rounded upwards to the nearest one (1) cent and any adjustment to the number of Warrants held by each Warranholder will be rounded downwards to the nearest whole Warrant.
- 6.6.6 An announcement will be made by the Company in due course to notify Warranholders of the record date, to be determined by the Directors, at and on which the Warrant Register of the Company will be closed to determine entitlements of Warranholders to the Adjusted Warrants resulting from the Proposed Share Consolidation.

## **6.7 VWAP and Theoretical Adjusted VWAP**

- 6.7.1 Trading of the Shares on the SGX-ST has been suspended since 14 June 2019. In view of the prolonged suspension of trading of the Shares since 14 June 2019, the Company is of the view that it is not meaningful to discuss the computations of (i) the 6-month VWAP of the Shares; (ii) the theoretical adjusted 6-month VWAP based on the Consolidated Shares; and (iii) the theoretical 6-month VWAP taking into account the additional Shares that may be converted from the Warrants.
- 6.7.2 For illustrative purposes only, based on the last traded price of Shares prior to the suspension of trading in the Company's securities on the last trading day on 14 June 2019 of S\$0.004 per Share on an unconsolidated basis, the theoretical adjusted VWAP of each Consolidated Share, following the completion of the Proposed Share Consolidation, would be S\$0.20.

## **7. SGX-ST LISTING AND QUOTATION NOTICE**

An application will be made by the Sponsor, for and on behalf of the Company, to the SGX-ST for the listing and quotation notice for the dealing in, listing of and quotation for (i) the Placement Shares, (ii) the Conversion Shares and (iii) the Consolidated Shares, the Adjusted Warrants and the New Consolidated Shares to be issued upon the exercise of the Adjusted Warrants on the Catalist of the SGX-ST.

The Company will update Shareholders on the outcome of the application, once the listing and quotation notice is issued by the SGX-ST.

## 8. OPINION OF THE IFA

W Capital Markets Pte. Ltd. has been appointed as the IFA to advise the Recommending Directors in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution.

A copy of the IFA Letter is reproduced in full in **Appendix A** to this Circular. **Shareholders are advised to read the IFA Letter in its entirety carefully and consider the recommendation of the Recommending Directors for the Proposed Interested Person Transactions and the Proposed Whitewash Resolution in the context of this Circular before deciding on whether to approve the Proposed Placement (being Interested Person Transactions in relation to each Subscriber) and the Proposed Whitewash Resolution.**

The advice of the IFA to the Recommending Directors in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution has been extracted from the IFA Letter and is reproduced in italics below:

*“In arriving at our opinion in respect of the Proposed Placement and the Proposed Whitewash Resolution, we have taken into account, inter alia, the following salient factors which we consider to be pertinent to our assessment of the Proposed Placement and the Proposed Whitewash Resolution:*

### *In assessing the fairness of the terms of the Proposed Placement*

- (a) *In respect of the historical trading performance of the Shares, we note that the historical trading liquidity of the Shares have been low and the Shares have been suspended since 14 June 2019. Accordingly, any comparison of the Placement Price to the historical trading performance of the Shares will not be meaningful in this case;*
- (b) *The valuation of the Group as implied by the Placement Price is more favourable when compared to the P/NAV ratios of the Comparable Companies, in view of the Group’s net liabilities position as at 31 March 2021 and particularly when considered in the context of the existence of material uncertainties which cast significant doubt on the abilities of the Group and the Company to continue as going concerns as highlighted in Independent Auditor’s Report for FY2020 and which necessitates the Scheme and the Proposed Placement; and*
- (c) *The analysis of selected financial performance of the Company, details of which are set out in Section 6.2 of this IFA Letter. In particular, we note that the Group has been loss-making for the last 4 financial years and Group had net working deficit amounting to approximately S\$22.99 million as at 31 March 2021.*

### *In assessing the reasonableness of the terms of the Proposed Placement*

- (a) *The rationale for the Proposed Transactions and the intended use of proceeds;*
- (b) *The valuation of the Group as implied by the Placement Price is more favourable when compared to the mean and median ratios of the Precedent Whitewash Transactions, in view of the net liabilities position of the Group as at 31 March 2021; and*
- (c) *The other relevant considerations, details of which are set out in Section 6.5 of this IFA Letter. In particular, we note that whilst efforts have been made by the Directors and Management to source for alternative funding offers with better terms, as at the Latest Practicable Date, they are not aware of any alternative offers, which are comparable in nature, size and scope to the Proposed Transactions and which will provide for the injection of cash proceeds of such quantum into the Group, allowing the Group to improve its working capital position and strengthen its capital base and that in addition to the proceeds from the Placement, the Subscribers will also be extending an interest-*

*free shareholders' loan amounting to S\$1.0 million in aggregate to the Company for a period of 12 months after the date of Completion.*

***Having regard to the foregoing considerations set out in this IFA Letter and information available to us as at the Latest Practicable Date, we are of the view that:***

- (i) the Proposed Placement, being an interested person transaction, is on normal commercial terms and is not prejudicial to the interests of the Company and its Independent Shareholders;***
- (ii) the terms of the Proposed Placement, being the transaction that is the subject of the Proposed Whitewash Resolution, are fair and reasonable; and***
- (iii) the Proposed Whitewash Resolution, being one of the condition precedent of the Proposed Placement, is not prejudicial to the interest of the Independent Shareholders.***

***Accordingly, we advise the Recommending Directors to recommend to the Independent Shareholders to vote in favour of the Proposed Whitewash Resolution."***

## **9. OPINION OF THE AUDIT COMMITTEE**

The Audit Committee of the Company comprises Mr. Tan Wee Peng Kelvin (Chairman), Mr. Lee Suan Hiang and Ms. Phua Siok Gek Cynthia. None of the members of the Audit Committee have any interest in the Proposed Placement and are accordingly considered to be independent for the purposes of the same.

Pursuant to Rule 921(4)(b) of the Catalist Rules, having considered and reviewed, among other things, the terms of the Proposed Placement, the rationale for the Proposed Placement and use of proceeds, the advice of the IFA in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution as set out in **Appendix A** to this Circular, and all other facts set out in this Circular, the Audit Committee is of the opinion that the Proposed Interested Person Transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its independent Shareholders.

## **10. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS**

### **10.1 Bases and Assumptions**

The pro forma financial effects of the Proposed Transactions on the Group presented below are based on the Company's audited consolidated financial statements for FY2020, and are **strictly for illustrative purposes only and do not reflect the actual financial results or the future financial performance and condition of the Group after the Proposed Transactions**, including without limitation, the events occurring subsequent to 31 December 2020 in relation to the Group as publicly disclosed by the Company from time to time.

For the purpose of illustration, the financial effects of the Proposed Transactions are computed based on, inter alia, the following key assumptions:

- (i) the computation does not take into account any expenses that may be incurred in relation to the Proposed Transactions;**
- (ii) the financial effects of the Proposed Transactions on the EPS of the Group are computed assuming that the Proposed Transactions had been completed on 1 January 2020;**



- (iii) the financial effects of the Proposed Transactions on the share capital, NTA per Share and gearing of the Group are computed assuming that the Proposed Transactions had been completed on 31 December 2020;
- (iv) the Proposed Share Consolidation involves the consolidation of every fifty (50) Shares into one (1) Consolidated Share, and fractional entitlements of each Shareholder has been disregarded;
- (v) upon the Share Issuance Completion, assuming all Adjusted Warrants have been converted into New Consolidated Shares, 490,990,951 Placement Shares and 49,442,375 Conversion Shares are allotted and issued to the Subscribers and Scheme Creditors respectively, thereby raising the Placement Proceeds of S\$2.0 million as well as discharging and extinguishing all outstanding Claims; and
- (vi) after the Share Issuance Completion, the Company receives the respective Shareholder's Loans granted by the Subscribers, totaling S\$1.0 million under the Placement and Loan Agreement.

**In view of the foregoing, Shareholders should note that the financial effects of the Proposed Transactions set out below are purely for illustrative purposes only and are neither indicative of the actual financial results of the Proposed Transactions on the share capital, NTA per Share, EPS and gearing, nor do they represent the future financial performance and/or position of the Company and/or the Group immediately after the completion of the Proposed Transactions. Shareholders are therefore cautioned against placing undue reliance on the pro forma financial effects of the Proposed Transactions disclosed herein.**

## 10.2 Financial effects of the Proposed Transactions

### 10.2.1 Share Capital

<b>As at 31 December 2020</b>	<b>Before the Proposed Transactions</b>	<b>After the Proposed Transactions</b>
Number of Shares or Consolidated Shares	1,098,719,574	564,357,415
Issued and paid-up share capital (S\$)	102,604,532	104,604,532

### 10.2.2 NTA per Share

<b>As at 31 December 2020</b>	<b>Before the Proposed Transactions</b>	<b>After the Proposed Transactions</b>
NTA (S\$)	(21,518,484)	3,963,217
Number of Shares or Consolidated Shares	1,098,719,574	564,357,415
NTA per Share or Consolidated Share (cents)	(0.020)	0.007

Based on information available to the Company as at the Latest Practicable Date, assuming all Claims of the Existing Creditors are fully satisfied and completely discharged in accordance with the Scheme, it is expected that the NTA of the Group immediately after the Proposed Transactions shall be less than S\$4,284,562 after deducting the professional fees incurred in connection with the Scheme and undertaking the Proposed Transactions.

### 10.2.3 EPS

<b>FY2020</b>	<b>Before the Proposed Transactions</b>	<b>After the Proposed Transactions</b>
Profit/ (loss) attributable to Shareholders (S\$)	(26,046,209)	(2,765,907)

Weighted average number of Shares or Consolidated Shares	1,098,719,574	564,357,415
EPS/ (LPS) (cents)	(2.37)	(0.49)

#### 10.2.4 Gearing

As at 31 December 2020	Before the Proposed Transactions	After the Proposed Transactions
Net debts <sup>(1)</sup> (S\$)	23,260,251	NIL
Total shareholders' (deficit)/ equity (S\$)	(20,633,349)	4,848,352
Net gearing ratio	885%	0%

<sup>(1)</sup> Net debts relate to interest bearing loans (current and non-current) less cash, floored at nil.

### 11. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

In relation to the Proposed Placement, the Proposed Interested Person Transactions, the Proposed Transfer of Controlling Interest and the Proposed Whitewash Resolution, (i) Mr. Ng Yeau Chong, Chief Executive Officer and Executive Director of the Company, and (ii) BOC, a company wholly-owned by Mr. Daniel Lin Wei, who is the son of Mr. Andy Lim, the Chairman and Executive Director and a Substantial Shareholder of the Company, are the Subscribers.

In relation to the Proposed Allotment and Issue of Conversion Shares, save as disclosed in Paragraph 3.5 above, none of the Directors is a Scheme Creditor and therefore, no Director is entitled to be issued Conversion Shares in accordance with the terms of the Scheme.

In relation to the Proposed Share Consolidation, none of the Directors or Controlling Shareholders of the Company have any interest, direct or indirect, in the Proposed Share Consolidation (other than through their respective shareholdings in the Company).

Save as disclosed above, none of the Directors or the Controlling Shareholders of the Company or their respective associates have any interest, direct or indirect, in the Proposed Transactions, other than through their respective interests arising by way of their shareholdings in the Company and/or directorships in the Group, as the case may be.

### 12. NO SERVICE CONTRACT

No person is proposed to be appointed as a Director in connection with the Proposed Transactions.

For the avoidance of doubt, in respect of BOC's right to nominate new directors to the Board pursuant to the Placement and Loan Agreement as set out in Paragraph 2.1.2(a) of this Circular, BOC has waived its rights to nominate new directors to the Board and will not be seeking to appoint any new directors at the EGM.

### 13. DIRECTORS' RECOMMENDATION

Shareholders should read and consider carefully the recommendation of the Recommending Directors and the opinion of the IFA in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution in its entirety before giving their approvals pertaining to the Proposed Transactions. Shareholders are also urged to read carefully the terms and conditions of each of the Proposed Transactions, the rationale for each of the Proposed

Transactions, the details of the Proposed Whitewash Resolution, as well as the financial effects of the Proposed Transactions, as set out in this Circular.

The Proposed Placement and Proposed Allotment and Issue of Conversion Shares under the Scheme are intended to provide funds to the Company to, amongst others, facilitate the restructuring of its debts and liabilities as part of the Scheme with a view to rehabilitating the financial health of the Group, address its solvency issues, facilitate the execution of any future business or restructuring plans and provide an opportunity for creditors to benefit from the potential rehabilitation of the Company. If the Proposed Placement, the Proposed Allotment and Issue of Conversion Shares, the Proposed Transfer of Controlling Interest and the Proposed Whitewash Resolution are not approved by Shareholders and if subsequently the Company is not able to successfully restructure its liabilities, the alternative for all creditors would be insolvent liquidation. In such a situation, Shareholders are to take note that creditors' claims rank ahead of Shareholders'. The Company's assets are therefore first given to its creditors. A Shareholder is only entitled to his pro-rated share of the remainder after all creditors have been paid. If the assets are insufficient to satisfy all creditors, Shareholders will not receive any distribution of assets and may lose the money they paid for their Shares.

### **13.1 Proposed Placement, Proposed Interested Person Transactions and Proposed Transfer of Controlling Interest**

Having considered the terms of the Proposed Placement and the Proposed Interested Person Transactions, the opinion of the Audit Committee, the opinion of the IFA in the IFA Letter, the financial effects set out in Section 10 (Financial Effects of the Proposed Transactions), the factors set out in Section 11 (Interests of Directors and Substantial Shareholders), and all the relevant information set out in this Circular, the Recommending Directors are of the view that the Proposed Placement, being an interested person transaction, is on normal commercial terms and is not prejudicial to the interests of the Company and its independent Shareholders. Accordingly, the Recommending Directors recommend that the Shareholders **VOTE IN FAVOUR** of the ordinary resolutions relating to (i) the Proposed Placement, and the Proposed Placement being Interested Person Transactions in relation to each Subscriber, and (ii) the Proposed Transfer of Controlling Interest at the EGM.

### **13.2 Proposed Allotment and Issue of Conversion Shares**

Having considered and reviewed, *inter alia*, the terms of the Scheme, the rationale for the Scheme and the Proposed Allotment and Issue of Conversion Shares, the financial effects set out in Section 10 (Financial Effects of the Proposed Transactions), and all the relevant information set out in this Circular, the Directors are of the opinion that the Proposed Allotment and Issue of Conversion Shares would not be prejudicial to the interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders **VOTE IN FAVOUR** of the ordinary resolution relating to the Proposed Allotment and Issue of Conversion Shares at the EGM.

### **13.3 Proposed Whitewash Resolution**

Having considered and reviewed, *inter alia*, the opinion of the IFA in the IFA Letter as set out in **Appendix A** to this Circular, the Recommending Directors concur with the advice of the IFA and are of the opinion that the Proposed Whitewash Resolution, being one of the condition precedent of the Proposed Placement, is not prejudicial to the interest of the Independent Shareholders. Accordingly, the Recommending Directors recommend that the Independent Shareholders **VOTE IN FAVOUR** of the ordinary resolution relating to the Proposed Whitewash Resolution at the EGM.

### **13.4 Proposed Share Consolidation**

Having considered the rationale and terms of the Proposed Share Consolidation as set out in this Circular, the Directors are of the opinion that the Proposed Share Consolidation would be beneficial to, and is in the interests of the Company. Accordingly, the Directors recommend that

the Shareholders **VOTE IN FAVOUR** of the ordinary resolution relating to the Proposed Share Consolidation at the EGM.

#### 14. INTER-CONDITIONALITY OF RESOLUTIONS TO BE PASSED

Although the Proposed Placement is not part of the Scheme, the Scheme is conditional upon, amongst others, the completion of the Proposed Placement and *vice versa*. Shareholders should therefore note that:

- Ordinary Resolution 1 (*The Proposed Allotment and Issue of Placement Shares to the Subscribers pursuant to the Proposed Placement, being Interested Person Transactions in relation to each Subscriber*);
- Ordinary Resolution 2 (*The Proposed Allotment and Issue of Conversion Shares to the Scheme Creditors in accordance with the Scheme*);
- Ordinary Resolution 3 (*The Proposed Transfer of Controlling Interest in the Company to BOC upon Share Issuance Completion*); and
- Ordinary Resolution 4 (*The Proposed Whitewash Resolution for the waiver by Independent Shareholders of their rights to receive a general offer from BOC*)

(collectively the “**Inter-conditional Resolutions**”) are inter-conditional upon each other. **Accordingly, in the event that any of these Inter-conditional Resolutions is not approved, the other Inter-conditional Resolutions would not be passed.**

Shareholders should further note that the Scheme and the Proposed Placement are not conditional upon the passing and approval of Ordinary Resolution 5 in respect of the Proposed Share Consolidation, i.e. the Company shall proceed with the Share Issuance Completion if the Proposed Allotment and Issue of Conversion Shares and the Proposed Placement are approved by the Shareholders, notwithstanding that the Proposed Share Consolidation is not approved by Shareholders.

However, if the Proposed Placement and/or the Proposed Allotment and Issue of Conversion Shares are not approved, the Company will not proceed with the Proposed Share Consolidation.

#### 15. ABSTENTION FROM VOTING

##### 15.1 Proposed Placement

Pursuant to Rules 804 and 812(2) of the Catalist Rules, the Subscribers and their associates must abstain from voting on the ordinary resolution approving the Proposed Placement.

Further, pursuant to Rule 919 of the Catalist Rules, an interested person and any associate of the interested person must abstain from voting on the resolutions approving the Interested Person Transactions. Such interested persons and their associates shall not accept appointments as proxies unless specific instructions as to voting are given by the Shareholders.

Accordingly, Mr. Ng Yeau Chong will abstain, and Mr. Ng Yeau Chong and BOC will ensure that their respective associates (including BOC’s associate, Mr. Andy Lim, who is the Chairman and Executive Director and a Substantial Shareholder of the Company) will abstain, from voting on the Proposed Placement and the Proposed Interested Person Transactions. Mr. Andy Lim, as the Chairman of the Board, will not accept any nominations to act as proxy for any Shareholder in approving the Proposed Placement and the Proposed Placement being Interested Person Transactions in relation to each Subscriber at the EGM unless specific instructions as to voting are given by such Shareholder in the Proxy Form.

## 15.2 Proposed Whitewash Resolution

Pursuant to the Whitewash Waiver granted by the SIC, BOC and its concert parties, and parties not independent of them, will abstain from voting on the Proposed Whitewash Resolution, and Mr. Andy Lim, being BOC's associate will abstain from voting on the Proposed Whitewash Resolution, and as the Chairman of the Board, he will not accept any nominations to act as proxy for any Shareholder in approving the Proposed Whitewash Resolution at the EGM unless specific instructions as to voting are given by such Shareholder in the Proxy Form.

The Company will disregard any votes cast on resolutions by persons required to abstain from voting by relevant Rules of the Catalist Rules.

## 16. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out in this Circular, will be held by way of electronic means (via LIVE WEBCAST and/or LIVE AUDIO FEED) on the date and time as specified in the Notice of EGM for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions as set out in the Notice of EGM.

Due to the current COVID-19 situation in Singapore, the Company has made the following alternative arrangements for Shareholders to participate at the EGM:

- (a) observing or listening to the proceedings of the EGM contemporaneously via LIVE WEBCAST or LIVE AUDIO FEED, respectively;
- (b) submitting questions in advance of the EGM; and/or
- (c) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the EGM.

Please refer to Section 18 (Action to be taken by Shareholders) below for further details on the alternative arrangements.

**In addition, in view of the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> for updates on the status of the EGM. Shareholders are also strongly encouraged to submit completed Proxy Forms electronically via email.**

## 17. NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM AND PROXY FORM

In line with the provisions under the COVID-19 Order, no printed copies of the Circular, the Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

A copy of this Circular, the Notice of EGM and the Proxy Form has been uploaded on SGXNet and the Company's website at <http://www.vikingom.com/egm21/egm.html>. A Shareholder will need an Internet browser and PDF reader to view these documents.

Shareholders are advised to read the Circular carefully in order to decide whether they should vote in favour of or against the ordinary resolutions to be tabled at the EGM.

## 18. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who wish to vote on the resolution at the EGM must appoint the Chairman of the EGM as their proxy by completing the Proxy Form as attached to the Notice of EGM.

Please refer to the alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM as set out in the Notice of EGM, which is set out in this Circular.

A Depositor shall not be regarded as a member of the Company and his/her/its Proxy Form may be rejected by the Company unless his/her/its name appears on the Depository Register at least seventy-two (72) hours before the time fixed for the holding of the EGM, as certified by CDP.

## 19. 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 Transactions and the Proposed Whitewash Resolution, the Company and its subsidiaries, 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.

In respect of the IFA Letter, the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Proposed Placement, the Proposed Allotment and Issue of Conversion Shares, the Proposed Interested Person Transactions, the Proposed Whitewash Resolution and the Group are fair and accurate in all material respects.

## 20. CONSENT FROM THE IFA

W Capital Markets Pte. Ltd., the IFA to the Recommending Directors in relation to the Proposed Interested Person Transactions and the Proposed Whitewash Resolution, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion of its name and the IFA Letter as set out in **Appendix A** to this Circular and all references thereto, in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

## 21. DOCUMENTS AVAILABLE FOR INSPECTION

Subject to the prevailing laws and guidelines relating to safe distancing measures, copies of the following documents are available for inspection at the registered office of the Company at 21 Kian Teck Road, Singapore 628773 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Placement and Loan Agreement;
- (b) the IFA Letter;
- (c) the consent letter from the IFA;
- (d) the Deed Poll;

- (e) the Auditors' Certificate;
- (f) the Director's Certificate;
- (g) the Constitution of the Company; and
- (h) the Annual Report for FY2020.

Yours faithfully

For and on behalf of the  
Board of Directors of  
**VIKING OFFSHORE AND MARINE LIMITED**

Lee Suan Hiang  
Lead Independent Director

**APPENDIX A**

**LETTER FROM THE IFA TO THE RECOMMENDING DIRECTORS IN RELATION TO THE  
PROPOSED INTERESTED PERSON TRANSACTIONS AND THE PROPOSED WHITEWASH  
RESOLUTION**



**APPENDIX B**  
**SCHEME DOCUMENT**

## VIKING OFFSHORE AND MARINE LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 199307300M)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*All capitalised terms in this Notice of EGM shall, unless otherwise defined in this Notice of EGM, bear the respective meanings ascribed thereto in the circular to shareholders dated 15 June 2021 (“Circular”) issued by the Company.*

#### Important Notes to Shareholders

1. The Extraordinary General Meeting of the Company (“EGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Documents relating to the business of the EGM, which comprise the Circular as well as this Notice of EGM and the accompanying proxy form for the EGM enclosed in the Circular have been sent to members of the Company by electronic means via publication on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements> and may also be accessed at the Company’s website at the URL <http://www.vikingom.com/egm21/egm.html>. Printed copies of these documents will NOT be sent to members of the Company.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of VIKING OFFSHORE AND MARINE LIMITED (the “Company”) will be held by way of electronic means on Wednesday, 30 June 2021 at 9:00 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

#### **ORDINARY RESOLUTION 1**

#### **THE PROPOSED ALLOTMENT AND ISSUE OF PLACEMENT SHARES TO THE SUBSCRIBERS PURSUANT TO THE PROPOSED PLACEMENT, BEING INTERESTED PERSON TRANSACTIONS IN RELATION TO EACH SUBSCRIBER**

That, subject to and contingent upon the passing of Ordinary Resolutions 2, 3, and 4:

- (a) pursuant to Section 161 of the Companies Act and Rules 804, 805(1), 811 and 812(2), of the Catalist Rules, and in consideration of the aggregate issue price of S\$2.0 million, approval be and is hereby given to the Directors to allot and issue:
  - (i) in the event the Proposed Share Consolidation is approved by Shareholders and completed, up to 454,166,630 Placement Shares to BOC and up to 36,824,321 Placement Shares to Mr. Ng Yeau Chong, on and subject to the terms and conditions of the Placement and Loan Agreement; and
  - (ii) such further new Placement Shares to be allotted and issued to the Subscribers, on and subject to the terms and conditions of the Placement and Loan Agreement, from time to time to maintain the aggregate Agreed Shareholding Proportion of 87.0% shareholding in the Company in the event any new Shares are issued pursuant to the exercise of any Adjusted Warrants (including the exercise of Further Adjusted Warrants) as the case may be, held by the existing Warranholders (which include Mr. Daniel Lin Wei, Mr. Andy Lim and Associated Leisure International Pte Ltd) from time to time after the Share Issuance Completion, to address any dilution effect to the abovesaid Agreed Shareholding Proportion arising from the issue of such new Shares, but excluding any increase in the Company’s share capital that is not caused by the exercise of any Adjusted Warrants or Further Adjusted Warrants, as the case may be;

or in the alternative:

- (1) in the event the Proposed Share Consolidation is NOT approved by Shareholders, up to 22,708,371,844 Placement Shares to BOC and up to 1,841,219,338 Placement Shares to Mr. Ng Yeau Chong, on and subject to the terms and conditions of the Placement and Loan Agreement; and
  - (2) such further new Placement Shares to be allotted and issued to the Subscribers, on and subject to the terms and conditions of the Placement and Loan Agreement, from time to time to maintain the aggregate Agreed Shareholding Proportion of 87.0% shareholding in the Company in the event any new Shares are issued pursuant to the exercise of any Warrants (including the exercise of Further Adjusted Warrants) as the case may be, held by the existing Warranholders (which include Mr. Daniel Lin Wei, Mr. Andy Lim and Associated Leisure International Pte Ltd) from time to time after the Share Issuance Completion, to address any dilution effect to the abovesaid Agreed Shareholding Proportion arising from the issue of such new Shares, but excluding any increase in the Company's share capital that is not caused by the exercise of any Warrants or Further Adjusted Warrants, as the case may be;
- (b) pursuant to Rule 906(1)(a) of the Catalist Rules, approval be and is hereby given for the Proposed Interested Person Transactions between (i) the Company and Mr. Ng Yeau Chong and (ii) the Company and BOC, in relation to the Proposed Placement; and
- (c) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

#### **Notes to Ordinary Resolution 1:**

Pursuant to Rules 804 and 812(2) of the Catalist Rules, Mr. Ng Yeau Chong and the respective associates of Mr. Ng Yeau Chong and BOC (including BOC's associate, Mr. Andy Lim, who is the Chairman and Executive Director and a Substantial Shareholder of the Company) will abstain from exercising any voting rights in relation to Ordinary Resolution 1.

Pursuant to Rule 919 of the Catalist Rules, Mr. Ng Yeau Chong and the respective associates of Mr. Ng Yeau Chong and BOC (including BOC's associate, Mr. Andy Lim, who is the Chairman and Executive Director and a Substantial Shareholder of the Company) will abstain from exercising any voting rights in relation to Ordinary Resolution 1.

#### **ORDINARY RESOLUTION 2**

#### **THE PROPOSED ALLOTMENT AND ISSUE OF CONVERSION SHARES TO THE SCHEME CREDITORS IN ACCORDANCE WITH THE SCHEME**

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 3, and 4:

- (a) pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules, approval be and is hereby given to the Directors to allot and issue:
  - (i) in the event the Proposed Share Consolidation is approved by Shareholders and completed, 49,442,375 Conversion Shares to the Scheme Creditors, at the Conversion Share Issue Price of S\$0.1907 (rounded to four decimal places) per Conversion Share, on and subject to the terms and conditions of the Scheme;

or in the alternative:

- (1) in the event the Proposed Share Consolidation is NOT approved by Shareholders, 2,472,119,033 Conversion Shares to the Scheme Creditors, at the Conversion Share Issue Price of S\$0.003814 (rounded to six decimal places) per Conversion Share, on and subject to the terms and conditions of the Scheme;
- (b) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

### **ORDINARY RESOLUTION 3**

#### **THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO BOC UPON SHARE ISSUANCE COMPLETION**

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, and 4:

- (a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the Proposed Transfer of Controlling Interest to BOC upon the Share Issuance Completion; and
- (b) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

### **ORDINARY RESOLUTION 4**

#### **THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHTS TO RECEIVE A GENERAL OFFER FROM BOC**

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, and 3 and the conditions in the letter from the SIC dated 8 June 2021 being fulfilled, the Independent Shareholders, do hereby, unconditionally and irrevocably waive their rights to receive a general offer from BOC in accordance with Rule 14 of the Code, for all the Shares not held by BOC and its concert parties, as a result of the allotment and issue of:

- (a) in the event the Proposed Share Consolidation is approved by Shareholders and completed, up to 454,166,630 Placement Shares to BOC and such further new Placement Shares to be allotted and issued to BOC, from time to time to maintain BOC's Agreed Shareholding Proportion of 80.475% shareholding in the Company in the event any new Shares are issued pursuant to the exercise of any Adjusted Warrants (including the exercise of Further Adjusted Warrants) as the case may be, held by the existing Warranholders (which include Mr. Daniel Lin Wei, Mr. Andy Lim and Associated Leisure International Pte Ltd, whom are all concert parties of BOC) from time to time after the Share Issuance Completion, to address any dilution effect to the abovesaid Agreed Shareholding Proportion arising from the issue of such new Shares, but excluding any increase in the Company's share capital that is not caused by the exercise of any Adjusted Warrants or Further Adjusted Warrants, as the case may be;

or in the alternative:

- (b) in the event the Proposed Share Consolidation is NOT approved by Shareholders, up to 22,708,371,844 Placement Shares to BOC and such further new Placement Shares to be allotted and issued to BOC, from time to time to maintain BOC's Agreed Shareholding

Proportion of 80.475% shareholding in the Company in the event any new Shares are issued pursuant to the exercise of any Warrants (including the exercise of Further Adjusted Warrants) as the case may be, held by the existing Warrantholders (which include Mr. Daniel Lin Wei, Mr. Andy Lim and Associated Leisure International Pte Ltd, whom are all concert parties of BOC) from time to time after the Share Issuance Completion, to address any dilution effect to the abovesaid Agreed Shareholding Proportion arising from the issue of such new Shares, but excluding any increase in the Company's share capital that is not caused by the exercise of any Warrants or Further Adjusted Warrants, as the case may be.

**Note to Ordinary Resolution 4:**

Pursuant to the Whitewash Waiver, BOC, parties acting in concert with it and parties not independent of them will abstain from exercising any voting rights in relation to Ordinary Resolution 4.

**ORDINARY RESOLUTION 5**

**THE PROPOSED SHARE CONSOLIDATION**

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4, with effect from the date to be determined by the Directors of the Company and pursuant to the Constitution of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every fifty (50) Existing Shares held by Shareholders as at the Record Date into one (1) Consolidated Share in the manner set out in the Circular, fractional entitlements to be disregarded, and the number of Consolidated Shares which each Shareholder is entitled to resulting from the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Record Date, shall be rounded down to the nearest whole Consolidated Share;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of Consolidated Shares to which holders of the Existing Shares would otherwise be entitled to shall be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors be and are hereby authorised to fix the Record Date and the date on which the Consolidated Shares will trade on the Catalist of the SGX-ST in board lots of one hundred (100) Consolidated Shares in their absolute discretion as they deem appropriate; and
- (d) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

**VIKING OFFSHORE AND MARINE LIMITED**

Lee Suan Hiang  
Lead Independent Director

15 June 2021

## **Notes:**

### **No Physical Attendance at the EGM**

1. Due to the current COVID-19 situation in Singapore, shareholders of the Company (“Shareholders”) will **NOT** be able to attend the Extraordinary General Meeting of the Company to be held on **Wednesday, 30 June 2021 at 9:00 a.m.** (“EGM” or “Meeting”) in person. **Any Shareholder seeking to attend the EGM physically in person will be turned away.**

### **Alternative Arrangements for Participation at the EGM**

2. The Company has made the following alternative arrangements for Shareholders to participate at the EGM:
  - (a) observing or listening to the proceedings of the EGM contemporaneously via a “live” audio-visual webcast of the EGM (“**LIVE WEBCAST**”) or a “live” audio-only stream (via telephone) of the EGM (“**LIVE AUDIO FEED**”), respectively;
  - (b) submitting questions in advance of the EGM; and/or
  - (c) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the EGM.
3. Persons who hold the shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate at the EGM by:
  - (i) observing or listening to the proceedings of the EGM contemporaneously via LIVE WEBCAST or LIVE AUDIO FEED, respectively;
  - (ii) submitting questions in advance of the EGM; and/or
  - (iii) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the EGM,should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation at the EGM.

### **Pre-registration Process for LIVE WEBCAST or LIVE AUDIO FEED**

4. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate at the EGM by observing or listening to the proceedings of the EGM by accessing the LIVE WEBCAST (via their smart phones, tablets or laptops/computers) or LIVE AUDIO FEED (via telephone). To do so, Shareholders are required to pre-register their participation at the EGM (“**Pre-registration**”) at the URL <http://www.vikingom.com/egm21/egm.html> (“**EGM Registration and Q&A Link**”) **by 9:00 a.m. on 27 June 2021** (being not less than seventy-two (72) hours before the time appointed for holding the EGM) (“**Registration Deadline**”) for verification of their status as Shareholders (or the corporate representatives of such Shareholders).
5. Upon successful verification, each such authenticated Shareholder or its corporate representative will receive an email **by 9:00 a.m. on 28 June 2021** which will contain an user ID, a password and a link to access the LIVE WEBCAST to observe the proceedings of the EGM, as well as a toll-free telephone number to access the LIVE AUDIO FEED to listen to the proceedings of the EGM.
6. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders and who are not entitled to participate at the EGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST or LIVE AUDIO FEED.
7. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email **by 9:00 a.m. on 28 June 2021** may contact the Company’s Share Registrar for assistance at tel: +65 6228 0530.

### **Voting by Proxy**

8. **Voting at the EGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or LIVE AUDIO FEED and can only vote with their Proxy Forms (as defined herein) which are required to be submitted in accordance with the following paragraphs.**
9. A Shareholder (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) must submit his/her/its Proxy Form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM. The Proxy Form for the EGM may be accessed on the Company’s website at the URL <http://www.vikingom.com/egm21/egm.html> and on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.

10. Where a Shareholder (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
11. The Chairman of the Meeting, as proxy, need not be a member of the Company.
12. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes **by 9:00 a.m. on 18 June 2021** (at least seven (7) working days before the EGM).
13. The duly executed instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**Proxy Form**") must be submitted to the Company in the following manner:
  - a. if submitted by post, be lodged at the office of the Company's Share Registrar, M&C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902; or
  - b. if submitted electronically, by sending a scanned pdf copy by email to be received by the Company's Share Registrar, M&C Services Private Limited at [qpb@mncsingapore.com](mailto:qpb@mncsingapore.com).

in either case **by 9:00 a.m. on 28 June 2021** (being not less than forty-eight (48) hours before the time appointed for holding the EGM) and in default the Proxy Form for the EGM shall not be treated as valid.

A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

14. The Company will treat any valid Proxy Form appointing other person(s) as proxy(ies) as a valid Proxy Form appointing the Chairman of the Meeting as the Shareholder's proxy to attend, speak and vote at the EGM.
15. Submission by a Shareholder of a valid Proxy Form appointing the Chairman of the Meeting as proxy at least forty-eight (48) hours before the time appointed for holding the EGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that Shareholder.

#### **Submission of Questions prior to the EGM**

16. **Shareholders will NOT be able to ask questions during the EGM via LIVE WEBCAST or LIVE AUDIO FEED, and therefore it is important for Shareholders to submit their questions in advance of the EGM.**
17. Shareholders may submit any questions related to the resolutions to be tabled at the EGM during Pre-registration via the EGM Registration and Q&A Link.
18. The Company will endeavour to address the substantial and relevant questions received from Shareholders relating to the agenda of the EGM prior to the EGM by publishing the responses to these questions on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.vikingom.com/egm21/egm.html>. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, the Company will address them during the EGM through the LIVE WEBCAST and LIVE AUDIO FEED. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.
19. The Company shall only address substantial and relevant questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the EGM (together with the responses to the substantial and relevant questions received from Shareholders, if applicable) on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website within one (1) month after the date of the EGM.

**Important Reminder: In view of the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> for updates on the status of the EGM. Shareholders are also strongly encouraged to submit completed Proxy Forms electronically via email.**

**Personal Data Privacy:**

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via LIVE WEBCAST or LIVE AUDIO FEED, or (c) submitting any question prior to the EGM in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members of the Company (or their corporate representatives in the case of members of the Company which are legal entities) to the LIVE WEBCAST or LIVE AUDIO FEED to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members of the Company received before the EGM and if necessary, following up with the relevant members of the Company in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

---

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.



**VIKING OFFSHORE  
AND MARINE  
LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration No.: 199307300M)

**PROXY FORM –  
EXTRAORDINARY  
GENERAL MEETING**

(Please see notes overleaf before completing this Proxy Form)

**IMPORTANT**

1. The Extraordinary General Meeting of the Company to be held on Wednesday, 30 June 2021 at 9.00 a.m. (the "EGM" or "Meeting") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Company's Notice of EGM dated 15 June 2021 ("Notice") and this accompanying proxy form will not be sent to members. Instead, the Notice and this accompanying proxy form will be sent to members by electronic means via publication on the Company's website at the URL <http://www.vikingom.com/egm21/egm.html> and on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions related to the resolutions to be tabled at the EGM, prior to, or at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM), are set out in the Notice.
3. **A member (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**
4. For investors who have used their CPF and SRS monies to buy shares (CPF and SRS Investors), 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 them. CPF and SRS Investors who hold shares through CPF Agent Banks and SRS Operators and who wish to appoint the Chairman of the Meeting as proxy should contact their respective CPF Agent Banks and SRS Operators to submit their votes **by 9.00 a.m. on 18 June 2021** (at least seven (7) working days before the EGM).
5. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice.
6. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.**

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/ Passport/ Company Registration No.) of \_\_\_\_\_ (Address) being a member/members of VIKING OFFSHORE AND MARINE LIMITED (the "Company"), hereby appoints the Chairman of the Meeting as \*my/our proxy to attend, speak and vote for \*me/us on \*my/our behalf at the EGM of the Company to be held by way of electronic means on Wednesday, 30 June 2021 at 9.00 a.m. (Singapore time) and at any adjournment thereof. \*I/We direct the Chairman of the Meeting as \*my/our proxy to vote for or against or abstain from voting on the Resolutions to be proposed at the Meeting as indicated below.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" 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 the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**)

No.	Ordinary Resolutions	For	Against	Abstain
1.	The Proposed Allotment and Issue of Placement Shares to the Subscribers pursuant to the Proposed Placement, being Interested Person Transactions in relation to each Subscriber			
2.	The Proposed Allotment and Issue of Conversion Shares to the Scheme Creditors in accordance with the Scheme			
3.	The Proposed Transfer of Controlling Interest in the Company to BOC upon Share Issuance Completion			
4.	The Proposed Whitewash Resolution for the waiver by Independent Shareholders of their rights to receive a general offer from BOC			
5.	The Proposed Share Consolidation			

\*delete as appropriate

Dated this \_\_\_\_\_ day of June 2021.

Total Number of Shares held \_\_\_\_\_

Signature (s) of Member(s) or Common Seal

**Important: Please read notes overleaf.**

1<sup>st</sup> fold along this line

---

**Notes:**

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert the number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert the number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all shares held by the member.
2. A member (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. In appointing the Chairman of the Meeting as proxy, such member must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. The duly completed and executed proxy form must be submitted to the Company in the following manner:
  - a) if submitted by post, be lodged at the office of the Company's Share Registrar, M&C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902; or
  - b) if submitted electronically, by sending a scanned pdf copy by email to be received by the Company's Share Registrar, M&C Services Private Limited at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com),

in either case **by 9.00 a.m. on 28 June 2021** (being not less than forty-eight (48) hours before the time appointed for holding the EGM) and in default the proxy form shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

4. This proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
5. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), be lodged/mailed with the proxy form, failing which the instrument shall be treated as invalid.
6. The Company shall be entitled to reject the proxy form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

*2<sup>nd</sup> fold along this line*

---

Please affix postage stamp
----------------------------------

Viking Offshore and Marine Limited c/o The Share Registrar  
M & C Services Private Limited  
112 Robinson Road  
#05-01  
Singapore 068902

---

*Sealed here*