

VARD HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201012504K)

PROPOSED VOLUNTARY DELISTING OF VARD HOLDINGS LIMITED
APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

1. Introduction

The board of directors (the "**Board**") of Vard Holdings Limited (the "**Company**") refers to the joint announcement issued on 13 November 2017 (the "**Joint Announcement**") by the Company and Fincantieri Oil & Gas S.p.A. (the "**Offeror**") (which is a direct wholly-owned subsidiary of Fincantieri S.p.A.) in relation to the following:

- (a) the proposed voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST; and
- (b) the proposed exit offer (the "**Exit Offer**") to be made by Citigroup Global Markets Singapore Pte. Ltd., for and on behalf of the Offeror, to acquire (i) all the issued ordinary shares in the Company ("**Shares**") held by the shareholders of the Company ("**Shareholders**"), other than those Shares already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees and (ii) if applicable, all Shares issued or to be issued pursuant to the valid exercise, on or prior to the closing date of the Exit Offer, of any option to subscribe for new Shares under the Company's share option scheme for employees.

All capitalised terms used but not defined shall have the meanings ascribed to them in the Joint Announcement.

2. Independent Financial Adviser

The Board wishes to inform Shareholders that CIMB Bank Berhad, Singapore Branch (the "**IFA**") has on 8 December 2017 been appointed as the independent financial adviser to advise the directors of the Company who are considered independent for the purposes of the Exit Offer (the "**Independent Directors**").

A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors in relation to the Exit Offer (the "**Offeree Circular**") will be sent to Shareholders in due course.

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, until Shareholders have considered the information and the recommendation of the Independent Directors as well as the advice of the IFA which will be set out in the Offeree Circular.

3. Directors' Responsibility Statement

The directors of the Company (including those who have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed in this Announcement are fair and accurate, and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Joint Announcement), the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Company jointly and severally accept responsibility accordingly.

By Order of the Board

VARD HOLDINGS LIMITED

Roy Reite
Executive Director and Chief Executive Officer
8 December 2017