

TECHNICS OIL & GAS LIMITED
(Company Registration No.: 200205249E)
(Incorporated in the Republic of Singapore)

- 1. RECEIPT OF APPROVAL-IN-PRINCIPLE FOR THE LISTING AND QUOTATION OF 10,464,269 ORDINARY SHARES AS PART OF THE CONSIDERATION SHARES; AND**
 - 2. ADDITIONAL DISCLOSURES REGARDING THE PROPOSED ACQUISITION**
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Capitalised words which are not defined in this announcement shall carry the same meanings ascribed to them in the announcement dated 10 July 2014 (“Proposed Acquisition Announcement”).

- 1. RECEIPT OF APPROVAL-IN-PRINCIPLE FOR THE LISTING AND QUOTATION OF 10,464,269 ORDINARY SHARES AS PART OF THE CONSIDERATION SHARES**

Further to the Proposed Acquisition Announcement, the Board of the Company is pleased to announce that an additional listing application was made to seek approval from the SGX-ST for the listing and quotation of 10,464,269 ordinary shares (“**New Shares**”) as part of the Consideration Shares and on 7 August 2014, approval-in-principle has been obtained from the SGX-ST for the listing and quotation of the 10,464,269 New Shares (“**AIP**”), subject to compliance with the SGX-ST’s listing requirements.

The issuance of the AIP by the SGX-ST is not to be taken as an indication of the merits of the Proposed Acquisition, the Consideration Shares, the Company and/or its subsidiaries.

- 2. ADDITIONAL DISCLOSURES REGARDING THE PROPOSED ACQUISITION**

In addition to the Proposed Acquisition Announcement, the Board of the Company also wishes to provide the following information in respect of the Proposed Acquisition:

- 2.1 In relation to the business activities of the Target Companies described in paragraph 2 of the Proposed Acquisition Announcement, the Company wishes to add that:

The Target Companies’ provision of services in rigging works and load testing is part and parcel of their business as disclosed in the Proposed Acquisition Announcement, i.e. repair of ships, tankers and other ocean going vessels and civil engineering and construction works services. In this connection:

- (a) Rigging works (which involve the removal and installation of wire ropes for cranes, winches, lifeboat davits) are part of the scope of work in their provision of repair services for ships and other vessels; and
- (b) The load testing with certification business is incidental to their repair services provided to ships and other vessels to ensure that works carried out have met the necessary industry standards.

The Target Companies’ provision of repair services for ships and other vessels is complementary to the Group’s existing business as:

- (a) The Company provides engineering, procurement, construction and commissioning services for process modules and equipment for oil and gas exploration and production; and
- (b) The Company’s marine segment offers one-stop vendor services (including repair, maintenance, fabrication and other auxiliary services) for ships and other vessels.

- 2.2 In relation to the “Share Capital” table at paragraph 9 of the Proposed Acquisition Announcement, the Company wishes to add the following information set out in Note (1)

below regarding the number of treasury shares held by the Company before and after the Proposed Acquisition:

	Before the Proposed Acquisition as at 30 September 2013	After the Proposed Acquisition
Number of ordinary shares excluding treasury shares held by the Company	224,512,706	234,932,975
Number of treasury shares held by the Company	13,000	57,000 ⁽¹⁾

Note (1):

As at 30 September 2013, the Company held 13,000 treasury shares. Between 30 September 2013 and the date of the Proposed Acquisition Announcement, the Company had conducted the following transactions relating to its treasury shares:

- (i) On 9 December 2013 the Company had conducted a share buyback of 2,494,000 ordinary shares and held the same as treasury shares;
- (ii) On 10 December 2013 the Company had conducted a share buyback of 1,490,000 ordinary shares and held the same as treasury shares; and
- (iii) On 19 February 2014, the Company had transferred 440,000 treasury shares to employees pursuant to the Technics Performance Share Plan.

2.3 Further details of changes in the Company's share capital between 30 September 2013 and 10 July 2014, being the date of the Proposed Acquisition Announcement is set out below:-

Date	Events	Issued Shares	Treasury Shares
As at 30 September 2013	Balance brought forward	224,512,706	13,000
9 December 2013	Share buyback of 2,494,000 ordinary shares and held as treasury shares	222,018,706	2,507,000
10 December 2013	Share buyback of 1,490,000 ordinary shares and held as treasury shares	220,528,706	3,997,000
19 February 2014	Transfer of 440,000 treasury shares to employees pursuant to Technics Performance Share Plan	220,968,706	3,557,000
As at 10 July 2014 (before taking into account the Consideration Shares pursuant to the Proposed Acquisition)	-	220,968,706	3,557,000

2.4 In summary, the total number of issued shares of the Company and treasury shares held by it as at the date of the Proposed Acquisition Announcement were 220,968,706 and 3,557,000 respectively. Pursuant to the SPA, 3,500,000 treasury shares are intended to be transferred to the Vendors as part of the Consideration Shares, as such there will be a balance of 57,000 treasury shares held by the Company.

Further announcements will be made by the Company on completion of the Proposed Acquisition.

BY ORDER OF THE BOARD

Ting Yew Sue
Executive Chairman
7 August 2014