

Swiber Holdings Limited  
(Judicial Managers Appointed)  
Co. Reg. No. 200414721N

12 International Business Park, Swiber@IBP #01-05, Singapore 609920  
Tel: +65 6505 0800 Fax: +65 6505 0802  
[www.swiber.com](http://www.swiber.com)

---

## PROPOSED DISPOSAL OF VESSEL BY QUETZAL OFFSHORE PTE. LTD.

---

### 1. INTRODUCTION

Swiber Holdings Limited (Judicial Managers Appointed) (the "**Company**" or "**SHL**", and together with its subsidiaries, the "**Group**") wishes to announce that Quetzal Offshore Pte. Ltd. ("**QOPL**"), a wholly-owned subsidiary of the Company, has on 31 August 2022 signed a conditional memorandum of agreement (as amended by an amendment number one agreement and from time to time) (collectively, "**MOA**") with Central de Desarrollos Marinos S.A. DE C.V. ("**Buyer**") for the proposed disposal by QOPL of a motor vessel known as Swiber Quetzal (IMO No. 8673310) ("**Vessel**") to the Buyer ("**Proposed Disposal**"), such MOA having taken effect on 16 August 2022. The Proposed Disposal is conditional upon, amongst others, expiration of the term of an existing financial lease agreement and approval of shareholders of the Company ("**Shareholders**") (unless otherwise waived). Please refer to Paragraph 4.3 for further details on the conditions precedent to the Proposed Disposal.

### 2. INFORMATION ON QOPL AND THE VESSEL

- 2.1 QOPL is the owner of the Vessel. It is incorporated in Singapore and is in the business of providing ship management services, engineering activities including offshore construction, installation, transportation and all ancillary services.
- 2.2 The Vessel was built in 2009 and registered under the flag of Mexico. It is a pipe lay and accommodation work barge. The Vessel has been mortgaged in favour of a financial institution ("**Mortgagee**") as security for QOPL's obligations under certain banking facilities extended by the Mortgagee to QOPL (the "**Loan Facilities**"). The Company is a guarantor to QOPL's obligations under the Loan Facilities. The Vessel is presently leased under a financial lease agreement ("**FLA**") to Swiber Marine Mexico S.A de C.V. (an associated company of the Group) which expires on 16 June 2023.
- 2.3 Based on the unaudited consolidated financial statements of the Group for the three (3) months ended 31 March 2016 ("**1Q2016**") (being the latest announced consolidated accounts of the Group), the book value and the net tangible asset value of the Vessel are both approximately US\$61,675,000 (equivalent to approximately S\$84,525,000)<sup>(1)</sup>.
- 2.4 Based on the valuation of the Vessel conducted by an independent valuer, Maersk Broker Advisory Services A/S, on 21 September 2021, which was commissioned by the Company (on behalf of QOPL) ("**Valuation**"):
- (a) the open market value of the Vessel (which is based on a "willing seller and willing buyer" scenario) is approximately US\$21,000,000 to US\$25,000,000 (equivalent to approximately S\$28,780,500 to S\$34,262,500);
  - (b) the orderly liquidation value of the Vessel (which is an estimation of the proceeds that could be obtained for a private sale of the Vessel where the seller is under financial pressure to sell, but a reasonable period of time is available to market the Vessel to

---

<sup>(1)</sup> Unless otherwise indicated, all USD amounts ("**US\$**") in this announcement have been translated into Singapore dollars ("**S\$**") based on an illustrative exchange rate of US\$1.00 to S\$1.3705.

Swiber Holdings Limited  
(Judicial Managers Appointed)  
Co. Reg. No. 200414721N

12 International Business Park, Swiber@IBP #01-05, Singapore 609920  
Tel: +65 6505 0800 Fax: +65 6505 0802  
[www.swiber.com](http://www.swiber.com)

potential buyers) is approximately US\$9,000,000 to US\$13,000,000 (equivalent to approximately S\$12,334,500 to S\$17,816,500); and

- (c) the forced liquidation value of the Vessel (which is an estimation of the proceeds that could be obtained by the sale of the asset as quickly as possible in a forced or distressed situation where there is insufficient time to properly market the asset, such as at an auction) is approximately US\$3,000,000 to US\$7,000,000 (equivalent to approximately S\$12,334,500 to S\$17,816,500).

The Valuation was arrived at based on certain assumptions, including assumptions that the Vessel is in good order and in a condition in hull and machinery which is to be expected of a vessel of its age, size and type.

### 3. INFORMATION ON THE BUYER

*The information on the Buyer provided below was provided by the Buyer to the Company and its representatives. Neither the board of directors of the Company nor the Judicial Managers have independently verified the accuracy and correctness of such information.*

The Buyer is incorporated in Mexico and is related to the Protexa group. It specialises in chartering and operating offshore vessels and platforms.

As at the date of this announcement, none of the Buyer, its shareholders and its directors (i) holds, directly or indirectly, any shares in the capital of the Company; and/or (ii) is or is related to the Directors, controlling shareholders of the Company or any of their respective associates.

### 4. THE PROPOSED DISPOSAL

#### 4.1 Basis of the Proposed Disposal

Under the terms of the MOA, the Vessel will be sold to the Buyer on an "as-is" basis and the sale shall be outright and definite, subject only to the terms and conditions of the MOA.

The Vessel will be delivered free from, *inter alia*, all mortgages and encumbrances.

#### 4.2 Consideration

The consideration for the Proposed Disposal under the MOA is US\$8,500,000 ("**Sale Price**") (equivalent to approximately S\$11,649,000), to be satisfied in cash.

The Sale Price was arrived at on a willing-buyer willing-seller basis, after taking into account, *inter alia*:

- (a) the age and existing conditions of the Vessel; and
- (b) the current and future market conditions in the oil and gas sector; and
- (c) given that Company (being the corporate guarantor under the Loan Facilities) is placed under judicial management, the orderly liquidation value of the Vessel based on the Valuation.

The Buyer will pay a deposit to QOPL ("**Deposit**") after the entry into the MOA and the balance paid in instalments over 8 months thereafter.

Swiber Holdings Limited  
(Judicial Managers Appointed)  
Co. Reg. No. 200414721N

12 International Business Park, Swiber@IBP #01-05, Singapore 609920  
Tel: +65 6505 0800 Fax: +65 6505 0802  
[www.swiber.com](http://www.swiber.com)

#### 4.3 Conditions for Proposed Disposal

The Proposed Disposal under the MOA is conditional upon:

- (a) expiration of the term of the FLA;
- (b) expiration of the term of the Charter (as defined below); and
- (c) exportation and redelivery of the Vessel by Swiber Marine Mexico S.A de C.V. to QOPL at the expiration of the term of the FLA.

If any of the above conditions are not met, the MOA will be deemed terminated and the Deposit and all instalments paid released to the Buyer.

Further, completion of the Proposed Disposal under the MOA will be subject to and conditional upon satisfaction of the following conditions:

- (i) the consent, approval or waiver (as the case may be) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") in connection with the sale and purchase of the Vessel contemplated by the MOA (if required) being granted to QOPL or SHL (as the case may be), and such consent, approval or waiver remaining in full force and effect and not having been revoked or varied, and the conditions (if any) imposed for such consent, approval or waiver (as the case may be) being acceptable to QOPL, and if such conditions are required to be fulfilled before the sale of the Vessel, such conditions being so fulfilled; and
- (ii) the approval of the Shareholders of SHL, being the parent company of QOPL, for the sale of the Vessel (if required) being obtained at an extraordinary general meeting to be convened by SHL (unless the requirement for such Shareholders' approval is waived by the SGX-ST), and such approval or waiver (as the case may be) remaining in full force and effect and not having been revoked or varied, and the conditions (if any) imposed for such approval or waiver (as the case may be) being acceptable to QOPL, and if such conditions are required to be fulfilled before the sale of the Vessel, such conditions being so fulfilled.

In the event that the conditions set out in paragraphs (i) and/or (ii) are not satisfied (or waived in writing by QOPL) before 1 July 2023, QOPL will be entitled to rescind or terminate the MOA by written notice on the Buyer, upon which the Deposit will be reimbursed to the Buyer.

#### 4.4 Charter

In connection with the Proposed Disposal, concurrently with the execution of the MOA, Permaducto, S.A. de C.V., a company incorporated under the laws of Mexico has entered into a time charter agreement ("**Charter**") over the Vessel from Swiber Marine Mexico S.A de C.V. for a term of 9 months beginning from 17 September 2022. As mentioned above, it is envisaged under the MOA that the Proposed Disposal will take place at the expiration of the FLA and the Charter.

Swiber Holdings Limited  
(Judicial Managers Appointed)  
Co. Reg. No. 200414721N

12 International Business Park, Swiber@IBP #01-05, Singapore 609920  
Tel: +65 6505 0800 Fax: +65 6505 0802  
[www.swiber.com](http://www.swiber.com)

#### 4.5 Other salient terms of the MOA

If QOPL fails to give a notice of readiness (when the Vessel is at the place of delivery and physically ready for delivery in accordance with the MOA) or validly complete a legal transfer before 1 July 2023, the Buyer will have the option of cancelling the MOA, in which case the Deposit will be reimbursed to the Buyer immediately.

#### 5. USE OF PROCEEDS AND RATIONALE FOR THE PROPOSED DISPOSAL

As the Vessel is currently mortgaged to the Mortgagee, the net proceeds (after deducting any transaction costs and payment of taxes and social security liabilities) from the Proposed Disposal will be used towards partial repayment of the amounts owing to the Mortgagee under the Loan Facilities.

Following the closing of the investment by Rawabi Holding Company in Equatorial Holdings Limited (being New Swiber) and the restructuring undertaken in connection therewith, the Judicial Managers have continued to manage the encumbered assets of the Group, which (other than the property located at 12 International Business Park, Singapore 609920) are primarily vessels operated under the Group's remaining existing offshore business, with a view of eventually disposing of these assets in an orderly manner to maximise value to the relevant secured creditors, and winding down the Group's remaining existing offshore division. The Proposed Disposal is in line with the aforementioned objectives and in the interest of the Company as it would enable the Group to realise the value of the Vessel and use the net proceeds from the Proposed Disposal towards partial repayment of the amounts owing to the Mortgagee under the Loan Facilities, thereby reducing the liabilities of the Group.

#### 6. RELATIVE FIGURES COMPUTED ON THE BASES SET OUT IN RULE 1006 IN RELATION TO THE PROPOSED DISPOSAL

6.1 The relative figures for the Proposed Disposal computed on the applicable bases set out in Rule 1006 of the Listing Manual based on the unaudited consolidated financial statements of the Group for 1Q2016 (being the latest announced consolidated accounts of the Group) are as follows:

Rule	Bases of computation	Proposed Disposal (\$' million)	Group (\$' million)	Relative figure
1006(a)	Net asset value of assets being disposed of, compared with the Group's net asset value <sup>(1)</sup>	84.53	666.28	12.69%
1006(b)	Net profits/(loss) attributable to the assets disposed of, compared with the Group's net profits/(loss) <sup>(2)(3)</sup>	-	11.68	Not applicable <sup>(3)</sup>
1006(c)	Aggregate value of consideration received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares <sup>(4)</sup>	11.65	51.10	22.80%

Swiber Holdings Limited  
(Judicial Managers Appointed)  
Co. Reg. No. 200414721N

12 International Business Park, Swiber@IBP #01-05, Singapore 609920  
Tel: +65 6505 0800 Fax: +65 6505 0802  
[www.swiber.com](http://www.swiber.com)

Rule	Bases of computation	Proposed Disposal (\$' million)	Group (\$' million)	Relative figure
1006(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	-	-	Not applicable, as this is not an acquisition and there is no issuance of equity securities by the Company.
1006(e)	The aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves	-	-	Not applicable, as the Company is not a mineral, oil or gas company.

Notes:

- (1) Based on the unaudited net asset value ("**NAV**") of the Vessel of approximately US\$61.67 million (equivalent to approximately S\$84.53 million), and the unaudited net asset value of the Group of approximately S\$666.28 million, as at 31 March 2016.
- (2) Based on profit or loss before income tax, minority interest and extraordinary items.
- (3) There was no net profit / loss attributable to the Vessel for 1Q2016, as the Vessel was not in operation during 1Q2016.
- (4) Based on the Sale Price of US\$8,500,000 (equivalent to approximately S\$11.65 million) compared to the market capitalisation of the Company of approximately S\$51.10 million, which is determined by multiplying the 460,376,986 issued shares in the Company by S\$0.111, being the weighted average price of the Company's shares transacted on 26 July 2016, being the last full market day preceding the suspension of trading of the Company's shares on the SGX-ST.

6.2 As the relative figure under Rule 1006(c) exceeds 20%, the Proposed Disposal would constitute a major transaction under Chapter 10 of the Listing Manual and is subject to the approval of the Shareholders, unless the requirement for such Shareholders' approval is waived by the SGX-ST.

6.3 As the Vessel is currently mortgaged to the Mortgagee, who has the right to enforce the mortgage over the Vessel upon the declaration of an event of default under the Loan Facilities, the Company intends to seek clarification from and will be applying to the SGX-ST for a waiver to hold an extraordinary general meeting to seek Shareholders' approval for the Proposed Disposal ("**Waiver**"). The Company will provide updates to Shareholders, where applicable. In the event that the Waiver is obtained, the Proposed Disposal will not be subject to Shareholders' approval.

## 7. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

### 7.1 Net tangible assets ("**NTA**") per share and earnings per share ("**EPS**")

The proforma financial effects of the Proposed Disposal under paragraph 7.1 are based on the Company's consolidated audited financial statements for the financial year ended 31 December 2015 ("**FY2015**") and on the basis that no adjustments have been made to take into account the financial effects arising from the transactions entered into by the Judicial Managers of the Company since their appointment on 6 October 2016, including without limitation, the disposal of

Swiber Holdings Limited  
(Judicial Managers Appointed)  
Co. Reg. No. 200414721N

12 International Business Park, Swiber@IBP #01-05, Singapore 609920  
Tel: +65 6505 0800 Fax: +65 6505 0802  
[www.swiber.com](http://www.swiber.com)

the Company's interest in Equatoriale Holdings Limited which completed on 8 June 2022 and the restructuring undertaken in connection therewith.

*Accordingly, the proforma financial effects of the Proposed Disposal on the NTA per share and the EPS set out below are for illustrative purposes only and should not be taken as an indication of the actual future financial performance or position of the Group following the Proposed Disposal, nor a projection of the future financial performance or position of the Group after completion of the Proposed Disposal.*

(a) NTA per share

Assuming that the Proposed Disposal had been completed on 31 December 2015, the NTA per share of the Group would be as follows:

	Before the Proposed Disposal	After the Proposed Disposal
<b>NTA (US\$)<sup>(1)</sup></b>	575,136,000	521,371,339 <sup>(2)</sup>
<b>Number of issued shares<sup>(1)</sup></b>	459,469,490	459,469,490
<b>NTA per share (US\$)</b>	1.25	1.13

Notes:

<sup>(1)</sup> Based on the Company's annual report for FY2015.

<sup>(2)</sup> This is computed based on the net book value of the Vessel as at 31 December 2015 of approximately US\$62,265,000 and the Sale Price of US\$8,500,000.

(b) EPS

Assuming that the Proposed Disposal had been effected on 1 January 2015, the EPS for FY2015 of the Group would be as follows:

	Before the Proposed Disposal	After the Proposed Disposal
<b>Net profit/(loss) after tax (US\$)<sup>(1)(2)</sup></b>	(27,375,000)	(81,139,661) <sup>(3)</sup>
<b>Weighted average number of issued shares<sup>(2)</sup></b>	453,215,000	453,215,000
<b>EPS (US cents)</b>	(0.06)	(0.18)



Swiber Holdings Limited  
(Judicial Managers Appointed)  
Co. Reg. No. 200414721N

12 International Business Park, Swiber@IBP #01-05, Singapore 609920  
Tel: +65 6505 0800 Fax: +65 6505 0802  
[www.swiber.com](http://www.swiber.com)

Notes:

- (1) Based on the Company's annual report for FY2015.
- (2) Net profit/(loss) after tax is calculated based on the net profit/(loss) for FY2015 attributable to owners of the Company.
- (3) This is computed based on the net book value of the Vessel as at 31 December 2015 of approximately US\$62,265,000 and the Sale Price of US\$8,500,000.

**7.2 Loss on Disposal**

Based on the book value of the Vessel as at 31 March 2016 of US\$61,675,000 and the Sale Price of US\$8,500,000, the Sale Price represents a deficit of approximately US\$53,175,000 (equivalent to approximately S\$72,876,000) over such book value of the Vessel, and the Proposed Disposal is expected to result in an estimated loss of approximately US\$53,175,000 (equivalent to approximately S\$72,876,000) (before deducting related expenses).

**8. INTERESTS OF THE JUDICIAL MANAGERS, DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the Judicial Managers and Directors of the Company and, to the best of the knowledge of the Judicial Managers and Directors of the Company, none of the controlling shareholders of the Company have any direct or indirect interest in the Proposed Disposal, other than through their respective directorships and shareholdings in the Company and/or options in the shares of the Company, if any.

**9. SERVICE CONTRACT**

No person is proposed to be appointed as a director of the Company in connection with the Proposed Disposal. Accordingly, no service contract for such appointment is proposed to be entered into between the Company and any such person.

**10. INSPECTION OF DOCUMENTS**

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, copies of the MOA and the Valuation report will be made available for inspection during normal business hours at the Company's registered office at 12 International Business Park, #01-05 Swiber@IBP, Singapore 609920 for a period of three (3) months from the date of this announcement.

By Order of the Judicial Managers  
Bob Yap Cheng Ghee  
Joint and Several Judicial Manager  
7 September 2022

By Order of the Board  
Raymond Kim Goh  
Non-Executive Chairman  
7 September 2022