



## ***Ezion Holdings Limited***

### **EZION HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199904364E)

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## **DISPOSAL OF VESSEL**

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### **1. INTRODUCTION**

The Board of Directors (the “**Directors**”) of Ezion Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that a memorandum of agreement (the “**Memorandum of Agreement**”) had been entered into between Teras Pneuma Pte Ltd, a wholly-owned subsidiary of the Company (the “**Seller**”), and EBO Investment Holdings Limited (the “**Purchaser**”) to sell an offshore wind turbine installation vessel, Teras Ocean (the “**Vessel**”) at a cash consideration of US\$18,500,000 (the “**Disposal**”). The Group understands that the Memorandum of Agreement was executed by DBS Bank Ltd as attorney-in-fact of the Seller, pursuant to a power of attorney granted to DBS Bank Ltd as mortgagee under certain financing agreements in respect of the Vessel.

### **2. INFORMATION ON THE PURCHASER**

The Purchaser is a company incorporated in the British Virgin Islands, and is a holding company which holds investments in a fleet of offshore vessels. The director(s) and shareholder(s) of the Purchaser are not related or connected to the Company, the Directors or the Group.

### **3. CONSIDERATION**

The Group understands from DBS Bank Ltd, that the sale consideration of US\$18,500,000 (the “**Consideration**”) was arrived at after arm's length negotiations, on a "willing buyer and willing seller" basis taking into account, amongst other factors:

- (a) the funds and time required to activate the Vessel;
- (b) the market price of vessels with similar specification to the Vessel;
- (c) the prospect of hires for the Vessel in the current market conditions; and
- (d) the future burn rates of the Vessel, where it continues to generate losses.

### **4. SALIENT TERMS OF THE DISPOSAL AND USE OF PROCEEDS**

The Seller will receive US\$1,000,000 as deposit within five (5) banking days and will receive the balance consideration of US\$17,500,000 upon the completion of the Disposal. The

Consideration received from the Disposal will be utilised to repay the secured bank loans of the Group. The mortgages over the Vessel will be discharged pursuant to the Disposal.

## **5. RATIONALE**

The Group is of the view that without the required funding to reactivate and deploy the Vessel for work, the Disposal will allow the Group to stop incurring further operating costs and liabilities and will also allow the Group to reduce its outstanding liabilities via the partial repayment of the secured bank loans.

## **6. FINANCIAL INFORMATION**

### **6.1. Share capital**

The Disposal will not have any impact on the issued and paid-up share capital of the Company.

### **6.2. Net book value of the Vessel**

Based on the unaudited financial statements for the six months period ended 30 June 2020 (the “**2Q2020 FS**”), the net book value of the Vessel is approximately US\$18,500,000.

### **6.3. Excess / deficit of the Consideration over the book value of the Vessel**

There is no excess or deficit of the Consideration over the net book value of the Vessel as at 30 June 2020.

### **6.4. Net profits attributable to the Vessel**

Based on the 2Q2020 FS, the net losses generated for the six month period ended 30 June 2020 by the Vessel is approximately US\$10,438,000.

### **6.5. Gain / loss on the Disposal**

No gain or loss is expected to be generated from the Disposal.

### **6.6. Financial effects**

#### **(a) Illustrative nature of financial effects**

The financial effects of the Disposal on the net tangible liabilities per share (“**NTL**”) and losses per share (“**LPS**”) of the Group, prepared on a proforma basis on the audited consolidated financial statements for the year ended 31 December 2019 and on the assumption that the Disposal will result in the proceeds of US\$18,500,000, are set out below. The financial effects are purely for illustrative purposes only and are therefore not necessarily indicative of the actual financial position of the Group after the completion of the Disposal.

**(b) NTL**

Assuming that the Disposal had been effected on 31 December 2019, the net liabilities per share of the Group as at 31 December 2019 will increase from US\$23.27 cents to US\$23.50 cents.

**(c) LPS**

Assuming that the Disposal had been effected on 1 January 2019, the basic earnings per share and diluted earnings per share of the Group for the year ended 31 December 2018 will increase from a loss per share of US\$16.51 cents to a loss per share of US\$16.64 cents.

**7. LISTING RULE 1006 RELEVANT FIGURES**

The relative figures for the Disposal computed on the bases set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) are as follows:

<b>Rule 1006</b>	<b>Bases of Calculation</b>	<b>Relative Figure (%)</b>
(a)	Net asset value of the assets to be disposed of, compared with the Group’s net liability value.	-1.67% <sup>(1)</sup>
(b)	Net losses attributable to the assets disposed of, compared with the Group’s net loss.	4.38% <sup>(2)</sup>
(c)	Aggregate value of the consideration received, compared with the Company’s market capitalization <sup>(3)</sup> based on the total number of issued shares excluding treasury shares.	15.98% <sup>(4)</sup>
(d)	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 <sup>(5)</sup>
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group’s proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable <sup>(6)</sup>

**Notes:**

- (1) Computed based on the net book value of the Vessel of US\$18,500,000 and net liabilities value of the Group of US\$1,108.5 million, as at 30 June 2020.
- (2) Computed based on the net losses generated by the Vessel of US\$10,438,000 and net losses of the Group of US\$238.1 million, for the six months period ended 30 June 2020.
- (3) Computed based on the market capitalization of the Company of S\$161,258,268 (US\$115,746,675).
- (4) Computed based on the Consideration to be received of US\$18,500,000.
- (5) No equity securities will be issued by the Company as consideration.
- (6) The Disposal is not of mineral, oil or gas assets by a mineral, oil and gas company.

Based on the above, as the computation for the relative figures under Rule 1006 of the Listing Manual of the SGX-ST involves negative figures and the relative figure in Rule 1006(c) of the Listing Manual of the SGX-ST is more than 5% but less than 20%, the Disposal constitutes a discloseable transaction under Rule 1010 of the Listing Manual of the SGX-ST and paragraph 4.4 of the Practice Note 10.1 of the Listing Manual of the SGX-ST and does not require the approval of the shareholders of the Company.

**8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

Save for their respective interests arising by way of their directorships and/or shareholdings in the Company, none of the Directors, controlling shareholders or their associates have any interest, direct or indirect, in the Disposal.

**9. SERVICE CONTRACTS**

No person is proposed to be appointed as a Director of the Company in connection with the Disposal and accordingly, no service contracts in relation thereto will be entered into by the Company.

**10. DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the Memorandum of Agreement is available for inspection during normal business hours for a period of three (3) months commencing from the date of this announcement at the registered office of the Company at 438B Alexandra Road #05-08/10 Alexandra Technopark Singapore 119968.

Due to the mandatory safe distancing measures issued by the Singapore Ministry of Health in relation to the COVID-19 outbreak, please contact the Company at [ir@ezionholdings.com](mailto:ir@ezionholdings.com) prior to making any visits to arrange for a suitable time slot for the inspection.

**11. CAUTIONARY STATEMENT**

Although the Company's shares are currently under suspension, shareholders, securityholders and investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the shares and securities of the Company. Shareholders, securityholders, and investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their shares and securities of the Company.

**BY ORDER OF THE BOARD**

Goon Fook Wye Paul  
Company Secretary  
18 September 2020