

TECHNICS OIL AND GAS LIMITED
(UNDER JUDICIAL MANAGEMENT)
(the "**Company**")
(Company Registration No. 200205249E)
(Incorporated in Singapore)

**SALE OF, AMONGST OTHERS, SHARES IN RIGGING & MARINE SERVICES PTE LTD AND
MARINELIFT TESTING & SUPPLY PTE LTD**

The Judicial Manager wishes to announce that as part of the restructuring and/or divestment of assets and business units of the Company, the Company has entered into the Transaction Documents (as defined below) and the transactions contemplated thereby ("**Transactions**").

1. Sale of, amongst others, shares in Rigging & Marine Services Pte Ltd and Marinelift Testing & Supply Pte Ltd

The Company had on 13 August 2018 entered into a Share Purchase Agreement ("**SPA**") with RMS Holdings Ltd (the "**Purchaser**") for the sale of the Company's 70% equity interest in each of Rigging & Marine Services Pte Ltd ("**RMSPL**") and Marinelift Testing & Supply Pte Ltd respectively ("**MTSPL**") to the Purchaser (collectively, the "**Sale Shares**").

The consideration for the sale of the Sale Shares consists of, *inter alia*, (a) a sum of S\$3,100,000, and (b) the transfer to and assumption by the Purchaser (or such person nominated by the Purchaser) of all liabilities and obligations (including any and all interest accrued thereon and other sums due and payable in connection thereto) under all the inter-company loans extended to the Company by RMSPL as well as the full release and discharge of the Company from all such liabilities and obligations (collectively, the "**Transfer and Release**").

On the same day:

- (a) the Company also entered into a separate deed of transfer and release with RMSPL and the Purchaser (the "**Deed of Transfer and Release**"), pursuant to which the Transfer and Release shall take effect on the completion of the sale of the Sale Shares under the SPA; and
- (b) the Judicial Manager (acting in his capacity as representative(s) of and agent(s) for and on behalf of the creditors of the Company) entered into a Call Option Agreement ("**COA**") with Mr. Lee Tock Kiau ("**TK Lee**"), pursuant to which, *inter alia*, TK Lee shall grant to the Judicial Manager an option to require TK Lee to sell to the Judicial Manager all (and not some only) of TK Lee's entire shareholding in the Company (the "**TOG Shares**") and/or all shares, stock and other securities (if any) (the "**New Securities**") which will be owned by TK Lee or to which he is otherwise entitled in exchange for TK Lee's TOG Shares as a result of and pursuant to the restructuring of the Company (the "**Restructuring**") and which are transferable by TK Lee and not subject to any moratorium or other restrictions in connection with the Restructuring imposed on TK Lee to effect a transfer to the Judicial Manager under the COA.

The SPA, Deed of Transfer and Release and COA are collectively referred to as the "**Transaction Documents**".

The Judicial Manager, in consultation with the majority creditors of the Company, decided that it is in the best interest of the creditors of the Company that the Company undertakes the Transactions.

2. Interests of the Directors

None of the directors of the Company have any interest, direct or indirect, in the Transactions, other than through their respective directorships and/or shareholding interests (if any) in the Company.

The Judicial Manager will provide updates on material developments as and when appropriate.

**Submitted by the Judicial Manager
For and On Behalf of the Company**

Andrew Grimmett
Deloitte & Touche LLP

15 August 2018