

THIS LETTER SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS UNLAWFUL OR UNAUTHORISED, INCLUDING IN THE UNITED STATES.

## Quetzal Capital Pte. Ltd.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201935735G)

24 December 2019

To: The Shareholders of PACC Offshore Services Holdings Ltd.

Dear Sir/Madam

**COMPULSORY ACQUISITION OF SHARES OF PACC OFFSHORE SERVICES HOLDINGS LTD. (“POSH”) PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT, CHAPTER 50 OF SINGAPORE (THE “COMPANIES ACT”) BY QUETZAL CAPITAL PTE. LTD. (THE “OFFEROR”), AND RIGHTS PURSUANT TO SECTION 215(3) OF THE COMPANIES ACT**

### 1. INTRODUCTION

**1.1 Offer.** We refer to the formal offer document dated 20 November 2019 (the “**Offer Document**”) in relation to the voluntary conditional cash offer (the “**Offer**”) by Oversea-Chinese Banking Corporation Limited (“**OCBC Bank**”), for and on our behalf, for all the issued and outstanding ordinary shares (the “**Shares**”) in the capital of POSH, including the Relevant Acceptance Forms (as defined in the Offer Document), and any other document(s) issued by or on our behalf to amend, revise, supplement or update the document(s) from time to time.

*Unless otherwise defined, all capitalised terms used in this letter (this “**Letter**”) shall bear the same meanings as ascribed to them in the Offer Document.*

**If you have already (i) validly accepted the Offer in respect of all your Shares by completing and returning a Relevant Acceptance Form or (ii) sold all your Shares on the Singapore Exchange Securities Trading Limited (“SGX-ST”) prior to the date of this Letter, please disregard this Letter and the accompanying Form 57 and Form 58 (each defined below).**

**1.2 Compulsory Acquisition Threshold Attained.** As announced by OCBC Bank, for and on our behalf, as at 5.00 p.m. (Singapore time) on 11 December 2019, pursuant to valid acceptances of the Offer, we owned, controlled and agreed to acquire an aggregate of 1,654,826,085 Shares, representing approximately 91.16 per cent. of the total number of Shares<sup>1</sup>.

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<sup>1</sup> Unless otherwise stated, references in this Letter to percentages or total number of issued Shares are based on the total number of 1,815,255,840 issued Shares (excluding 4,744,160 treasury shares) as at 11 December 2019. All percentage shareholdings are rounded to the nearest two decimal places.

**1.3 Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, as we have received valid acceptances of the Offer in respect of not less than 90 per cent. of the total number of Shares in issue (excluding treasury shares)<sup>2</sup> other than those already held by us, our related corporations and our and their respective nominees as at the date of the Offer, we are entitled to, and we intend to, exercise our right of compulsory acquisition to compulsorily acquire all the Shares of the Shareholders who have not accepted the Offer as at the close of the Offer on the same terms as those offered under the Offer.

## **2. COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT**

**2.1 Dissenting Shareholder.** According to the records maintained by The Central Depository (Pte) Limited (“CDP”) and/or Boardroom Corporate & Advisory Services Pte. Ltd. (the “Registrar”), as the case may be, you have not accepted the Offer. Accordingly, we are writing to inform you that we are entitled to, and we intend to, exercise our right under Section 215(1) of the Companies Act to acquire all the Shares held by you at the consideration of the Offer, being the Offer Price of S\$0.215 (in cash) for each Share that you own (the “Offer Consideration”). We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act (“Form 57”).

**Please disregard this Letter and the accompanying Form 57 and Form 58 (as defined below) if you have already validly accepted the Offer in respect of all your Shares or sold all your Shares.**

**2.2 Compulsory Acquisition Exercise.** We will exercise our right of compulsory acquisition to acquire all the Shares held by you on or after 28 January 2020 (the “Transfer Date”), being one month after the date of Form 57, subject to and on the terms set out in the enclosed Form 57.

**2.3 Registration of Transfer.** Upon the settlement of the Offer Consideration to POSH by us, POSH will cause to be transferred to us all the Shares held by you and register us as the holder of all those Shares as soon as practicable. The Offer Consideration will be credited by the Offeror into a separate bank account and held by POSH on trust for you.

**2.4 Settlement.** Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in Form 57, as soon as practicable after the Transfer Date:

- (i) if your Shares are held through a Securities Account maintained with CDP, CDP will, on behalf of the Offeror, despatch remittances in the form of S\$ crossed cheques drawn on a bank in Singapore for the appropriate aggregate amount of the Offer Consideration payable in respect of your Shares to you (or, if you hold Shares which are not deposited with CDP, your designated agent(s), as you may direct) by ordinary post, at your own risk, to your address as it appears in the records of CDP, or by such other manner as you may have agreed with CDP for the payment of any cash distribution; and
- (ii) if your Shares are held in scrip form, the Registrar will, on behalf of the Offeror, despatch a S\$ crossed cheque drawn on a bank in Singapore for the appropriate aggregate amount of the Offer Consideration payable in respect of your Shares to you by ordinary post, at your own risk, to your address as it appears in the register of members of POSH, as maintained by the Registrar.

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<sup>2</sup> Pursuant to Section 215(1C) of the Companies Act, (i) Shares that are issued after the date of the Offer and (ii) relevant treasury shares (as defined under the Companies Act) that cease to be held as treasury shares after the date of the Offer (if any) will be disregarded in determining the 90 per cent. threshold for compulsory acquisition under Section 215(1) of the Companies Act.

- 2.5 No Action Needed.** No action needs to be taken by you in relation to Form 57 to entitle you to payment, which will be made to you in accordance with **paragraphs 2.3 and 2.4** above.

### **3. RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT**

- 3.1 Non-Assenting Shareholder.** Under Section 215(3) of the Companies Act, you have the right to require us to acquire your Shares. In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act ("**Form 58**") is enclosed with this Letter. You may, within three months from the date of Form 58 (that is, by 24 March 2020), require us to acquire your Shares and we shall be entitled and bound to acquire those Shares on the same terms as those offered under the Offer at the Offer Price of S\$0.215 (in cash) for each Share.

- 3.2 No Action Needed. As we would be proceeding to compulsorily acquire your Shares pursuant to Section 215(1) of the Companies Act, you need not take any action in relation to Form 58.** Shareholders who wish to exercise their right under Section 215(3) of the Companies Act or who are in any doubt as to their position are advised to seek their own independent legal advice.

### **4. LOSS OF FREE FLOAT AND DELISTING**

- 4.1 Listing Status of POSH.** Rule 723 of the Listing Manual of the SGX-ST (the "**Listing Manual**") requires POSH to ensure that at least 10 per cent. of the total number of issued Shares (excluding treasury shares) is at all times held by the public (the "**Free Float Requirement**").

As announced by OCBC Bank, for and on our behalf, on 11 December 2019 and based on the latest information available to us, the Free Float Requirement is no longer satisfied and, as stated in the Offer Document, we and the Kuok Offeror Group do not intend to support any action taken or to be taken to meet the Free Float Requirement or maintain the present listing status of POSH.

Pursuant to Rule 1303(1) of the Listing Manual, the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.

- 4.2 Application for Delisting.** An application will be made to the SGX-ST for the delisting of POSH. The result of the application for delisting will be announced in due course.

### **5. GENERAL**

**If you are in any doubt about any of the matters referred to in this Letter, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.**

## 6. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of this Letter) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Letter are fair and accurate and that no material facts have been omitted from this Letter, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to POSH), the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Letter.

Yours faithfully  
For and on behalf of  
**Quetzal Capital Pte. Ltd.**

A handwritten signature in black ink, appearing to read 'Tan Isoo', with a horizontal line underneath.

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Tan Isoo  
Director

Enclosed: Form 57 and Form 58