
APPLICATION FOR EXTENSION OF TIME FOR (1) ANNOUNCEMENT OF FINANCIAL RESULTS AND HOLDING OF THE ANNUAL GENERAL MEETING, (2) SUBMISSION OF RESUMPTION PROPOSAL AND (3) FILLING THE VACANCY IN THE AUDIT COMMITTEE

1. INTRODUCTION

- 1.1 Swiber Holdings Limited (Judicial Managers Appointed) (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to its announcement dated 10 March 2017 in relation to the grant by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) of:-
- (a) an extension of time of up to 1 November 2017 to announce its (i) second quarter financial results for the period ended 30 June 2016 (the “**2Q2016 Results**”), (ii) third quarter financial results for the period ended 30 September 2016 (the “**3Q2016 Results**”), (iii) financial results for the full financial year ended 31 December 2016 (“**FY2016**”) (the “**FY2016 Results**”), (iv) first quarter financial results for the period ended 31 March 2017 (the “**1Q2017 Results**”) and (v) second quarter financial results for the period ended 30 June 2017 (“**2Q2017 Results**”); and
 - (b) an extension of time up to 1 December 2017 to hold its annual general meeting for FY2016 (the “**Previous Extension**”).
- 1.2 The Company also refers to its announcement dated 13 October 2017 relating to the grant by the High Court of Singapore of (i) an extension of time until 31 March 2018 for the judicial managers of the Company (“**Judicial Managers**”) to, *inter alia*, send to the creditors a statement of proposals and summon a creditors’ meeting under Sections 227M and 227N of the Companies Act (Chapter 50) (the “**Companies Act**”) and (ii) an extension of the judicial management period for the Company and Swiber Offshore Construction Pte Ltd (“**SOC**”) to 31 October 2018 (the “**JMO Expiry Date**”).

2. APPLICATION FOR EXTENSION OF TIME

- 2.1 The Company had on 27 October 2017 applied to the SGX-ST for an extension of time to comply with:-
- (a) Rules 705(1) and (2) of the SGX-ST Listing Manual (“**Listing Manual**”) in relation to the announcement of financial statements and Rule 707(1) of the Listing Manual in relation to the holding of the annual general meeting;
 - (b) Rule 1304(1) of the Listing Manual in relation to the submission of the resumption proposal; and
 - (c) Rule 704(8) of the Listing Manual in relation to filling the vacancy in the audit committee,
- further details of which are set out below.

3. APPLICATION FOR EXTENSION OF TIME TO COMPLY WITH RULES 705(1), 705(2) AND 707(1) OF THE LISTING MANUAL

3.1 Under Rules 705(1), 705(2) and 707(1) of the Listing Manual, the Company is required to:-

- (a) (pursuant to the Previous Extension) announce the 2Q2016 Results, 3Q2016 Results, FY2016 Results, 1Q2017 Results and 2Q2017 Results by 1 November 2017;
- (b) announce its 3Q2017 Results by 14 November 2017;
- (c) announce its financial statements for the full financial year ending 31 December 2017 ("**FY2017**") (the "**FY2017 Results**") by 1 March 2018;
- (d) announce its first quarter financial results for the period ending 31 March 2018 (the "**1Q2018 Results**") by 15 May 2018;
- (e) announce its second quarter financial results for the period ending 30 June 2018 (the "**2Q2018 Results**") by 14 August 2018;
- (f) announce its third quarter financial results for the period ending 30 September 2018 (the "**3Q2018 Results**") by 14 November 2018;
- (g) (pursuant to the Previous Extension) hold the annual general meeting of the Company for FY2016 (the "**2017 AGM**") by 1 December 2017; and
- (h) hold the annual general meeting of the Company for FY2017 (the "**2018 AGM**") by 30 April 2018.

3.2 The Company has sought the following extensions of time to comply with Rules 705(1), 705(2) and 707(1) of the Listing Manual (collectively, the "**Financial Results and AGM Extension**"):

- (a) in respect of Rule 705(1), an extension of time of up to one (1) month after the JMO Expiry Date (ie. until 30 November 2018) to announce its FY2016 Results and its FY2017 Results;
- (b) in respect of Rule 705(2) and in line with the extension mentioned in paragraph 3.2(a) above, a similar extension of time of until 30 November 2018 to announce its 2Q2016 Results, 3Q2016 Results, 1Q2017 Results, 2Q2017 Results, 3Q2017 Results, 1Q2018 Results, 2Q2018 Results and 3Q2018 Results; and
- (c) in respect of Rule 707(1), an extension of time of up to two (2) months after the JMO Expiry Date (ie. until 31 December 2018) to hold the 2017 AGM and the 2018 AGM.

3.3 The Company's reasons for seeking the Financial Results and AGM Extension are as follows:

- (a) since the Company was placed under judicial management on 6 October 2016, the Judicial Managers have been engaging with creditors, potential investors and other stakeholders, identifying and safeguarding property and assets, working to realise and dispose such assets, negotiating on ongoing projects, managing disputes and negotiating and

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- formulating proposals for the proposed restructuring of the Group. Accordingly, the resources (in terms of time and manpower) of the Company and the Judicial Managers have been tied up with the judicial management process;
- (b) in view that the Company and SOC are currently under judicial management, there are practical difficulties and challenges faced by the Judicial Managers (which may otherwise not apply in the case of a company which is a going concern) in ascertaining and finalising the financial information which are relevant for the preparation and updating of the Company's financial statements;
 - (c) there are presently ongoing applications before the High Court of Singapore which may impact how the Judicial Managers treat proof of debts filed by creditors, as well as the assessment of the Company and SOC's liabilities position:
 - (i) the Judicial Managers filed applications in HC/SUM 3426/2017 and HC/SUM 3427/2017 on 25 July 2017 for directions on, *inter alia*, the treatment of voting rights of creditors holding third-party securities. The application was heard on 13 October 2017. The Court reserved judgment and requested for the Judicial Managers and the Young Amicus Curiae to tender further submissions by 27 October 2017; and
 - (ii) the Trustee for a S\$1,000,000,000 Multicurrency Debt Issuance Programme issued by the Company filed an application in HC/SUM 4055/2017 on 5 September 2017 for directions on, *inter alia*, the Trustee's voting rights. The parties have been directed to file their written submissions and bundle of authorities by 7 November 2017, and the hearing date for the said application is fixed on 27 November 2017;
 - (d) with regard to the Company's finances, the Judicial Managers are still in the process of ascertaining and establishing the financial position of the Group, including without limitation reconciling significant intercompany balances and accounts with various parties, as well as adjudicating of proof of debts (including corresponding with the various creditors to request for details and supporting documents for their claims) for the purposes of the creditors' meeting to be held under Sections 227M and 227N of the Companies Act. Accordingly, the Judicial Managers will need more time to review the financial affairs of the Group, including its accounts payables and receivables;
 - (e) the Company currently still does not have the financial resources and manpower to prepare and update the financial results. Given the financially distressed state of the Company, the Company has limited funds and is facing severe cash flow issues on a month to month basis. In view of the financial situation of the Company, many of the employees (including the accountants) of the Company had resigned (including the Group Chief Financial Officer who had resigned with effect from 31 July 2017), and the Company has insufficient financial resources to hire new accountants to prepare, update and finalise the financial results referred to in paragraph 3.1 or engage external auditors to review and/or audit such financial results. The Company will therefore need more time to explore various options to resolve such issues;
 - (f) in view of the delay in the finalisation and release of the Company's 2Q2016 Results, 3Q2016 Results and FY2016 Results, the Company will consequently not be in a position to convene the 2017 AGM by 1 December 2017;

- (g) similarly, in view of the delay in the finalisation and release of the Company's 2Q2016 Results, 3Q2016 Results and FY2016 Results, the preparation of the unaudited 1Q2017 Results, 2Q2017 Results, 3Q2017 Results, FY2017 Results, 1Q2018 Results, 2Q2018 Results and 3Q2018 Results is also expected to be delayed and accordingly, the Company will consequently not be in a position to convene the 2018 AGM by 30 April 2018; and
- (h) given that the judicial management of the Company and SOC is currently still ongoing and the High Court of Singapore had on 13 October 2017 granted a further extension of the judicial management period for the Company and SOC until 31 October 2018, the Company is of the view that the Financial Results and AGM Extension, which would at least cover the current duration of the judicial management period, would assist and allow the Judicial Managers to streamline the Company's processes and focus their efforts on the judicial management of the Company and SOC.

4. APPLICATION FOR EXTENSION OF TIME TO COMPLY WITH RULE 1304(1) OF THE LISTING MANUAL IN RELATION TO THE SUBMISSION OF THE RESUMPTION PROPOSAL

- 4.1 Pursuant to the requests for suspension made by the Company to SGX-ST on 28 July 2016 and 1 August 2016, trading of the Company's shares on the SGX-ST was suspended on 28 July 2016, and trading of the following bonds issued by the Company on the SGX-ST was suspended on 29 July 2016:-
- (a) Series 014 S\$160,000,000 7.125% Fixed Rate Notes due 2017 (ISIN No. SG55E0991457) issued by the Company under the S\$1,000,000,000 Multicurrency Debt Issuance Programme;
 - (b) Series 015 S\$100,000,000 5.55% Fixed Rate Notes due 2016 (ISIN No. SG6PF2000000) issued by the Company under the S\$1,000,000,000 Multicurrency Debt Issuance Programme; and
 - (c) Series 017 CNY450,000,000 7.75% Fixed Rate Notes due 2017 (ISIN No. SG6SH6000006) issued by the Company under the S\$1,000,000,000 Multicurrency Debt Issuance Programme.
- 4.2 In addition, trading of the following bonds issued by Swiber Capital Pte. Ltd., a wholly-owned subsidiary of the Company ("**Swiber Capital**"), in respect of which the Company is an obligor, on the SGX-ST were also suspended on 29 July 2016:-
- (a) Series 001 S\$150,000,000 6.50% Trust Certificates due 2018 (ISIN No. SG57C0995250) issued by Swiber Capital under the US\$500,000,000 Multicurrency Islamic Trust Certificates Issuance Programme; and
 - (b) Series 002 S\$50,000,000 6.25% Trust Certificates due 2017 (ISIN No. SG6TG9000003) issued by Swiber Capital under the US\$500,000,000 Multicurrency Islamic Trust Certificates Issuance Programme.
- 4.3 Pursuant to Rule 1304(1) of the Listing Manual, the Company is required to submit a proposal to the SGX-ST with a view to resuming trading in the Company's shares ("**Resumption Proposal**") within 12 months of the date of suspension of trading of its securities.

- 4.4 The Company has sought an extension of time of 12 months until 28 July 2018 to prepare and submit the Resumption Proposal to the SGX-ST, based on the following reasons:-
- (a) the preparation of the Resumption Proposal is dependent on the proposed restructuring of the Company and SOC in judicial management, including the potential investment and/or injection of new business or assets into the Group. Since their appointment, the Judicial Managers have been in discussions with potential investors. The Judicial Managers are still engaging in discussions with interested parties and evaluating proposals put forth by such parties for their consideration, and would require more time to continue such discussions and evaluate the proposals, negotiate the terms of any proposed investment and/or injection of new business or assets into the Group and enter into definitive agreements with the potential investors, in order for the Company to be in a better position to formulate the Resumption Proposal for submission to the SGX-ST;
 - (b) the Judicial Managers are currently working on a statement of proposals to be sent to the creditors of the Company and SOC, with a view to summoning a creditors' meeting under Sections 227M and 227N of the Companies Act. As announced by the Company on 13 October 2017, the High Court of Singapore had granted an extension of time until 31 March 2018 for the Judicial Managers to, *inter alia*, send to the creditors such statement of proposals and summon such creditors' meeting. Such statement of proposals would set out, amongst others, the Judicial Managers' proposed restructuring plans for the Company and SOC. As the statement of proposals would be subject to the approval of the creditors of the Company and SOC at the creditors' meeting to be convened, the Judicial Managers would have more visibility on the prospects of the restructuring plans for the Company and SOC, only after the outcome of the creditors' meeting is known;
 - (c) as announced by the Company on 24 May 2017, the Company, SOC and Vallianz Holdings Limited ("**Vallianz**") entered into a set-off and settlement agreement (the "**Set-off and Settlement Agreement**"), pursuant to which certain outstanding amounts owing by various entities within the Swiber group to various entities within the Vallianz group and *vice versa* would be settled by way of certain set-off and settlement arrangements in connection with, amongst others, the Company's participation in Vallianz's proposed rights cum warrants issue (the "**Vallianz Rights cum Warrants Issue**"). The arrangements under the Set-off and Settlement Agreement (which would allow the Company to convert outstanding amounts owing by Vallianz into more liquid and marketable assets in the form of shares in Vallianz) would assist in the realization of the Company's assets, and therefore form an important part of the proposed restructuring plans for the Company. As the arrangements under the Set-off and Settlement Agreement are conditional upon, amongst others, the approval of the Company's shareholders at an extraordinary general meeting ("**EGM**") to be convened, the Company believes that it will be in a better position to assess the impact of the Set-off and Settlement Agreement on the proposed restructuring plans for the Company for the purposes of the Resumption Proposal, only after the outcome of the EGM is known and after the set-off and settlement arrangements under the Set-off and Settlement Agreement have been effected in connection with, amongst others, the Vallianz Rights cum Warrants Issue; and
 - (d) the judicial management of the Company and SOC is currently still ongoing and the High Court of Singapore had on 13 October 2017 granted a further extension of the judicial

management period for the Company and SOC until 31 October 2018. In line with such extension of the judicial management period, during which the Judicial Managers will continue to work towards achieving one or more of the purposes of judicial management (including a more advantageous realisation of the assets of the Company and SOC than would be effected by a winding up, and the survival of the Company and SOC, or the whole or part of its undertaking, as a going concern), the Judicial Managers should be afforded more time to invite, consider and evaluate proposals put forth for their consideration for the purposes of the rehabilitation of the Company.

5. EXTENSION OF TIME TO COMPLY WITH RULE 704(8) OF THE LISTING MANUAL IN RELATION TO FILLING THE VACANCY IN THE AUDIT COMMITTEE

- 5.1 As announced by the Company on 4 April 2017, Mr. Yeo Jeu Nam, who was the lead independent non-executive director of the Company, had resigned with effect from 3 April 2017 (the "Resignation").
- 5.2 Prior to the Resignation, the audit committee of the Company (the "Audit Committee") comprised of Mr Yeo Jeu Nam, Mr Chia Fook Eng and Mr Oon Thian Seng. Following the Resignation, the number of members in the Audit Committee has been reduced to two (2) members.
- 5.3 Under Rule 704(8) of the Listing Manual, in the event of any resignation which renders the Audit Committee unable to meet the minimum number (not less than three), the Company should endeavor to fill the vacancy within two months, but in any case not later than three months.
- 5.4 The Company has sought an extension of time of until the JMO Expiry Date (being 31 October 2018) to comply with Rule 704(8) of the Listing Manual in relation to filling the vacancy in the Audit Committee so as to meet the minimum number of three (3) members (the "Audit Committee Extension"), based on the following reasons:-
- (a) since the Resignation, the Company has tried to search for a replacement director to undertake the role of an independent director and audit committee member. However, due to the Company being placed in judicial management, the Company has not been successful in finding a replacement director who is willing to take on such a role. Further, given the financially distressed state of the Company, the Company would not be in a position to pay directors' fees to such replacement director. Accordingly, it is practically very difficult for the Company to fill the vacancy in the Audit Committee under the current circumstances. In view of the above, the Company is of the view that it would be in a better position to pursue discussions with and attract potential candidates for such role only upon achieving a successful restructuring of the Company (if applicable) so that there is a reasonable chance for the continued operation of the Company post-restructuring and the Company will then be able to identify potential candidates together with the potential investor(s) (if any); and
- (b) as the Company is currently placed under judicial management, the powers of the directors of the Company have been suspended and assumed by the Judicial Managers since the Judicial Managers' appointment. In addition, given the current situation of the Company where it is not able to prepare, update and finalise its financial results nor engage external auditors to review and/or audit such financial results (as mentioned in paragraph 3.3

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above), the Company believes that the role of the Audit Committee would be limited during the judicial management period of the Company. In view of the above and having regard to the functions of the Audit Committee as set out under Section 201B of the Companies Act and the Code of Corporate Governance, the Company believes that the Audit Committee Extension would not be prejudicial to the Company.

6. APPLICATION TO THE ACCOUNTING AND CORPORATE REGULATORY AUTHORITY FOR EXTENSION OF TIME

In line with the Financial Results and AGM Extension and the Audit Committee Extension sought, the Company will also be making an application to the Accounting and Corporate Regulatory Authority for a similar extension of time to comply with the statutory requirements under:-

- (a) Sections 175(1) and 201(1) of the Companies Act in relation to (i) the holding of the 2017 AGM and the financial statements to be laid before its shareholders at the 2017 AGM and (ii) the holding of the 2018 AGM and the financial statements to be laid before its shareholders at the 2018 AGM; and
- (b) Section 201B of the Companies Act in relation to the appointment of new audit committee member(s) to make up the minimum number of three (3) members.

7. FURTHER ANNOUNCEMENTS

The Company will make further announcements to update its shareholders on the status of the applications mentioned above, in due course.

By Order of the Judicial Managers
Bob Yap Cheng Ghee
Joint and Several Judicial Manager
27 October 2017

By Order of the Board
Raymond Kim Goh
Chairman
27 October 2017