

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

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE OF NEW ORDINARY SHARES WITH FREE DETACHABLE WARRANTS OF VALLIANZ HOLDINGS LIMITED

- EXPIRY OF WARRANTS
 - EXTENSION OF LONG STOP DATE FOR FULFILMENT OF NOVATION AND GROUP SET-OFF CONDITIONS UNDER THE SET-OFF AND SETTLEMENT AGREEMENT WITH VALLIANZ HOLDINGS LIMITED
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1. INTRODUCTION

Swiber Holdings Limited (Judicial Managers Appointed) (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to (a) its announcement dated 24 May 2017 in relation to, *inter alia*, the execution of the Set-Off and Settlement Agreement between the Company, Swiber Offshore Construction Pte. Ltd. (Judicial Managers Appointed) and Vallianz Holdings Limited (“**VHL**”) (collectively, the “**Parties**”), (b) the circular dated 8 November 2017 (the “**Circular**”) issued by the Company to its shareholders in connection with the renounceable non-underwritten rights cum warrants issue of new ordinary shares with free detachable warrants of VHL, (c) its announcement dated 3 January 2018 in relation to the subscription by the Company of its entire pro-rata entitlement of VHL Rights Shares with VHL Warrants pursuant to the Proposed Subscription and (d) its announcement dated 25 January 2018 in relation to the exercise by the Company of the VHL Warrants pursuant to the First Warrants Exercise.

All capitalised terms used in this announcement shall, unless otherwise defined herein, have the same meanings as used in the Circular.

2. EXPIRY OF WARRANTS

- 2.1 As announced by the Company on 25 January 2018, the Company had undertaken the First Warrants Exercise pursuant to the Set-Off and Settlement Agreement. As described in Section 2.2.2(b) of the Circular, following the First Warrants Exercise, the Company will undertake the Subsequent Warrants Exercise(s) pursuant to the Set-Off and Settlement Agreement, subject to, *inter alia*, the applicable conditions precedent being satisfied, or waived by the Company.
- 2.2 As stated in Section 2.2.4(g) of the Circular, the conditions precedent for the Subsequent Warrants Exercise(s) include the satisfaction of the Novation and Group Set-Off Conditions. As described in Section 2.2.5 of the Circular, if any of the conditions precedent for the Subsequent Warrants Exercise(s) is not fulfilled, or waived by the Company, on or before the Warrants Expiry Date (or such other date as the Parties may agree in writing), the provisions in the Set-Off and Settlement Agreement applicable to the Subsequent Warrants Exercise(s) shall cease to have further effect and all obligations and liabilities of the Parties under such provisions shall cease and determine and no Party shall have any claim against the other Party(ies) for costs, damages, compensation

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or otherwise in relation thereto. In such event, the Company shall not be obliged to undertake the Subsequent Warrants Exercise(s).

- 2.3 As announced by VHL on 26 December 2019, as at 5.00 p.m. on 26 December 2019, all the outstanding VHL Warrants which have not been exercised earlier have expired and any subscription rights comprised therein which have not been exercised have lapsed.
- 2.4 Accordingly, the Company wishes to announce that the 5,368,986 unexercised VHL Warrants held by the Company as at the date of this announcement have expired and lapsed. As the Novation and Group Set-Off Conditions have not been fulfilled, nor waived by the Company, on or before the Warrants Expiry Date (being 26 December 2019), the provisions in the Set-Off and Settlement Agreement applicable to the Subsequent Warrants Exercise(s) shall cease to have further effect and all obligations and liabilities of the Parties under such provisions shall cease and determine.

3. EXTENSION OF LONG STOP DATE FOR FULFILMENT OF NOVATION AND GROUP SET-OFF CONDITIONS

- 3.1. As described in further detail in Section 2.2.3 of the Circular, the Set-Off and Settlement Agreement contemplates that subject to the satisfaction, or waiver by the Company, of the Novation and Group Set-Off Conditions:-

- (a) there will be novations and/or assignments of the VHL Group Owings and the SHL Group Owings, such that following such novations and/or assignments, the VHL Group Owings will become owing from VHL to the Company and SHL Group Owings will become owing from the Company to VHL (collectively, the “**Novations**”); and
- (b) immediately upon the relevant Novation taking effect, VHL and the Company will effect a mutual set-off of the VHL Group Owings (as novated) against the SHL Group Owings (as novated), such that only the net amount remains owing between VHL and the Company (the “**Group Set-Off**”), following which only the balance amounts remaining therefrom shall be the net amounts owing by VHL to the Company (the “**Novated VHL Net Owings**”),

subject to the aggregate amount of outstanding Novated VHL Net Owings not exceeding US\$1,000,000 (or such other amount as may be agreed between the Company and VHL) at any point in time.

- 3.2 As described in further detail in Section 3.1 of the Circular, the Set-Off and Settlement Agreement further contemplates that:-

- (a) following any Novation and Group Set-Off, if there are any Excess VHL Amounts; and/or
- (b) following the Warrants Expiry Date, if there are any Unutilised VHL Owings,

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the Company will, subject to the applicable conditions precedent being satisfied, or waived by the Company, subscribe for new VHL Shares pursuant to the Proposed Additional Debt to Equity Conversion, and the aggregate issue price for such new VHL Shares payable by the Company to VHL shall be fully set-off and settled against the Excess VHL Amounts and/or the Unutilised VHL Owings owing by VHL to the Company.

As mentioned in Section 3.2.4 of the Circular, the long stop date for the fulfillment of the conditions precedent applicable to the Proposed Additional Debt to Equity Conversion is the date falling six (6) months after the Warrants Expiry Date (being 26 June 2020) or such other date as the Parties may agree in writing.

- 3.3 As at the date of this announcement, no Novations and Group Set-Offs have been effected yet, as they are still pending the fulfilment of the Novation and Group Set-Off Conditions. As the long-stop date for the fulfilment of the Novation and Group Set-Off Conditions under the Set-Off and Settlement Agreement (the “**GSO Long Stop Date**”) is the Warrants Expiry Date (being 26 December 2019) or such other date as the Parties may mutually agree in writing, the Parties have on 26 December 2019 mutually agreed in writing to extend the GSO Long Stop Date to 26 June 2020 (or such other date as the Parties may further mutually agree in writing), which is in line with the long stop date for the fulfillment of the conditions precedent applicable to the Proposed Additional Debt to Equity Conversion referred to in paragraph 3.2 above.

4. FURTHER ANNOUNCEMENTS

The Company will make further announcements, in compliance with the requirements of the Listing Manual of the SGX-ST, when there are material developments in relation to the transactions contemplated under the Set-Off and Settlement Agreement.

By Order of the Judicial Managers
Bob Yap Cheng Ghee
Joint and Several Judicial Manager
26 December 2019

By Order of the Board
Raymond Kim Goh
Chairman
26 December 2019