

## MANDATORY UNCONDITIONAL CASH OFFER

By

**UOBKayHian**

**UOB KAY HIAN PRIVATE LIMITED**  
(Company Registration No.: 197000447W)  
(Incorporated in Singapore)

for and on behalf of

**MR. TOH KOK SOON**

**SYNERGY SUPPLY CHAIN MANAGEMENT SDN. BHD.**  
(Company Registration No.: 202101030047 (1430347-H))  
(Incorporated in Malaysia)

**IRELIA MANAGEMENT SDN. BHD.**  
(Company Registration No.: 202101037999 (1438299-H))  
(Incorporated in Malaysia)

**TRISTAN MANAGEMENT SDN. BHD.**  
(Company Registration No.: 202101037986 (1438286-T))  
(Incorporated in Malaysia)

**SUBTLEWAY MANAGEMENT SDN. BHD.**  
(Company Registration No.: 202101037998 (1438298-M))  
(Incorporated in Malaysia)

(collectively "**Joint Offerors**")

to acquire all the issued and paid-up ordinary shares in the capital of

**VIKING OFFSHORE AND MARINE LIMITED**  
(Company Registration No.: 199307300M)  
(Incorporated in Singapore)

excluding treasury shares and those already owned, controlled or agreed to be acquired by the Joint Offerors

### **ELECTRONIC DESPATCH OF OFFER DOCUMENT AND WARRANTS PROPOSAL LETTER**

#### **1. INTRODUCTION**

UOB Kay Hian Private Limited ("**UOBKH**") refers to the announcement released on 18 November 2021 ("**Offer Announcement**"), for and on behalf of the Joint Offerors, in relation to the mandatory unconditional cash offer ("**Offer**") to acquire all the issued and paid-up ordinary shares ("**Shares**") in the capital of Viking Offshore and Marine Limited ("**Company**"), excluding treasury Shares and those already owned, controlled and agreed to be acquired by the Joint Offerors ("**Offer Shares**"), in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and Rule 14 of the Singapore Code on Take-overs and Mergers ("**Code**").

Unless otherwise defined, capitalised terms in this announcement shall bear the same meaning as set out in the Offer Document (as defined herein).

#### **2. ELECTRONIC DESPATCH OF THE OFFER DOCUMENT**

As stated in the Offer Announcement, pursuant to the Securities Industry Council's ("**SIC**") Public Statement on Despatch of Take-Over Documents under the Code issued on 6 May

2020 and the SIC's Public Statement on the Extension of the Temporary Measures to allow for Electronic Despatch of Take-Over Documents under the Code issued on 29 September 2020, the Joint Offerors have opted to electronically disseminate the formal document dated 6 December 2021 ("**Offer Document**") containing the terms and conditions of the Offer and enclosing the appropriate Acceptance Forms (as defined herein). An electronic copy of the Offer Document has been published on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") at <https://www.sgx.com>.

### **3. POSTING OF THE NOTIFICATION AND ACCEPTANCE FORMS**

In connection with the electronic despatch of the Offer Document, a hardcopy notification containing instructions on how to access the electronic copy of the Offer Document ("**Notification**") has been posted together with the following documents:

- (a) in the case of the Notification sent to a Shareholder whose Offer Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), a Form of Acceptance and Authorisation for Offer Shares ("**FAA**") and a pre-addressed envelope; and
- (b) in the case of the Notification sent to a Shareholder whose Offer Shares are not deposited with CDP, a Form of Acceptance and Transfer for Offer Shares ("**FAT**", and together with the FAA, referred to as the "**Acceptance Forms**") and a pre-addressed envelope.

Shareholders who do not receive any of the above documents should contact (i) CDP's Customer Service Hotline (if such Shareholder holds Offer Shares deposited with CDP) at +65 6535 7511 during their operating hours or email CDP at [asksgx@sgx.com](mailto:asksgx@sgx.com), or (ii) the Registrar, M & C Services Private Limited (if such Shareholder holds Offer Shares not deposited with CDP), at the address 112 Robinson Road #05-01, Singapore 068902 or the telephone number +65 6227 6660. Electronic copies of the Acceptance Forms may also be obtained on the website of the SGX-ST at <https://www.sgx.com>.

### **4. ELECTRONIC DESPATCH OF THE WARRANTS PROPOSAL LETTER**

UOBKH wishes to announce, for and on behalf of the Joint Offerors, that the Joint Offerors have opted to electronically disseminate the letter to Warrantholders dated 6 December 2021 ("**Warrants Proposal Letter**") containing the terms and conditions of the Warrants Proposal and enclosing the appropriate Warrants Acceptance Forms (as defined herein). An electronic copy of the Warrants Proposal Letter has been published on the website of the SGX-ST at <https://www.sgx.com>.

### **5. POSTING OF THE WARRANTS NOTIFICATION AND WARRANTS ACCEPTANCE FORMS**

In connection with the electronic despatch of the Warrants Proposal Letter, a hardcopy notification containing instructions on how to access the electronic copy of the Warrants Proposal Letter ("**Warrants Notification**") has been posted together with the following documents:

- (a) in the case of the Warrants Notification sent to a Warrantholder whose Warrants are deposited with CDP, a Form of Acceptance and Authorisation for Warrants ("**Warrants FAA**") and a pre-addressed envelope; and
- (b) in the case of the Warrants Notification sent to a Warrantholder whose Warrants are not deposited with CDP, a Form of Acceptance and Transfer for Warrants ("**Warrants FAT**", and together with the Warrants FAA, referred to as the "**Warrants Acceptance Forms**") and a pre-addressed envelope.

Warranholders who do not receive any of the above documents should contact (i) CDP's Customer Service Hotline (if such Warranholder holds Warrants deposited with CDP) at +65 6535 7511 during their operating hours or email CDP at [asksgx@sgx.com](mailto:asksgx@sgx.com), or (ii) the Warrant Agent, M & C Services Private Limited (if such Warranholder holds Warrants not deposited with CDP), at the address 112 Robinson Road #05-01, Singapore 068902 or the telephone number +65 6227 6660. Electronic copies of the Warrants FAA and the Warrants FAT may also be obtained on the website of the SGX-ST at <https://www.sgx.com>.

## **6. CLOSING DATE**

Acceptances of the Offer must be received by the close of the Offer at 5.30 p.m. (Singapore time) on 3 January 2022 ("**Closing Date**"). The Joint Offerors do not intend to extend the Offer beyond the Closing Date or to revise the terms of the Offer.

Acceptances of the Warrants Proposal must be received by the close of the Warrants Proposal on the Closing Date. The Joint Offerors do not intend to extend the Warrants Proposal beyond the Closing Date or to revise the terms of the Warrants Proposal.

## **7. PROCEDURES FOR ACCEPTANCE**

The procedures for acceptance of the Offer are set out in Appendix B to the Offer Document and in the relevant Acceptance Forms. Shareholders who wish to accept the Offer may do so by completing and returning the relevant Acceptance Form(s).

The procedures for acceptance of the Warrants Proposal are set out in Appendix 1 to the Warrants Proposal Letter and in the relevant Warrants Acceptance Forms. Warranholders who wish to accept the Warrants Proposal may do so by completing and returning the relevant Warrants Acceptance Form(s).

## **8. INDEPENDENT ADVICE**

UOBKH is acting for and on behalf of the Joint Offerors in connection with the Offer and the Warrants Proposal and does not purport to advise the Shareholders, Warranholders or any other person. In preparing the Offer Document and the Warrants Proposal Letter on behalf of the Joint Offerors, UOBKH has not had regard to the general or specific investment objectives, tax positions, risk profiles, financial situation or particular needs and constraints of any individual Shareholder or Warranholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer and the Warrants Proposal and the IFA on the Offer and the Warrants Proposal will be made available by the Company to Shareholders and Warranholders within 14 days of the despatch of the Offer Document and the Warrants Proposal Letter. Shareholders and Warranholders should consider their advice before taking any action in relation to the Offer or the Warrants Proposal (as the case may be).

If any Shareholder or Warranholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

## **9. OVERSEAS SHAREHOLDERS / WARRANTHOLDERS**

- 9.1 Overseas Shareholders.** The availability of the Offer to Overseas Shareholders and the ability of the Overseas Shareholders to accept the Offer may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions, and exercise caution in relation to the Offer, as the Offer Document

has not been reviewed by any regulatory authority in any overseas jurisdiction. Where there are potential restrictions on sending the Notification and/or the relevant Acceptance Forms to any overseas jurisdictions, the Joint Offerors, UOBKH, CDP and the Registrar each reserves the right not to send these documents or any part thereof to Overseas Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer is open to all Shareholders holding Offer Shares, including those to whom the Notification and/or the relevant Acceptance Forms have not been, or may not be, sent.

It is the responsibility of Overseas Shareholders who wish (a) to request for the Notification and/or the relevant Acceptance Forms; or (b) to accept the Offer, to satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Joint Offerors, UOBKH, CDP, the Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Joint Offerors, UOBKH, CDP, the Registrar and/or any person acting on their behalf may be required to pay. In (i) requesting for the Notification and the relevant Acceptance Forms; and/or (ii) accepting the Offer, each Overseas Shareholder represents and warrants to the Joint Offerors, UOBKH, CDP and the Registrar that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in doubt about his position, including (without limitation) the ability to accept the Offer, should consult his professional adviser in the relevant jurisdiction.

- 9.2 Copies of the Notification and the relevant Acceptance Forms.** Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, obtain a copy of the Notification, the relevant Acceptance Forms and any related documents during normal business hours and up to the Closing Date, from CDP (if he holds Offer Shares deposited with CDP) by contacting CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at [asksgx@sgx.com](mailto:asksgx@sgx.com) for instructions on how to obtain a copy of such documents or the office of the Registrar, M & C Services Private Limited (if he holds Offer Shares not deposited with CDP) at 112 Robinson Road #05-01, Singapore 068902.

Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write to the Joint Offerors at (a) Mr. Toh Kok Soon, Synergy Supply Chain Management Sdn. Bhd., Ireliia Management Sdn. Bhd., Tristan Management Sdn. Bhd. and Subtleway Management Sdn. Bhd. c/o The Central Depository (Pte) Limited at Robinson Road Post Office, P.O. Box 1984, Singapore 903934 (if he holds Offer Shares deposited with CDP), or (b) Mr. Toh Kok Soon, Synergy Supply Chain Management Sdn. Bhd., Ireliia Management Sdn. Bhd., Tristan Management Sdn. Bhd. and Subtleway Management Sdn. Bhd. c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 (if he holds Offer Shares not deposited with CDP), to request for the Notification, the relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date.

Electronic copies of the Offer Document and the relevant Acceptance Forms are available on the website of the SGX-ST at <https://www.sgx.com>.

- 9.3 Overseas Warrantholders.** The availability of the Warrants Proposal to Warrantholders whose addresses are outside Singapore, as shown on the register of holders of Warrants or, as the case may be, in the records of CDP (“**Overseas Warrantholders**”, and each, an “**Overseas Warrantholder**”) and the ability of the Overseas Warrantholders to accept the Warrants Proposal may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Warrantholders should inform themselves of, and observe, any applicable requirements in their own jurisdictions, and exercise caution in relation to the Warrants Proposal, as the Warrants Proposal Letter has not been reviewed by

any regulatory authority in any overseas jurisdiction. Where there are potential restrictions on sending the Warrants Notification and/or the relevant Warrants Acceptance Forms to any overseas jurisdictions, the Joint Offerors, UOBKH, CDP and the Warrant Agent each reserves the right not to send these documents or any part thereof to Overseas Warranholders in any such overseas jurisdictions. For the avoidance of doubt, the Warrants Proposal is made to all Warranholders, including those to whom the Warrants Notification and/or the relevant Warrants Acceptance Forms have not been, or may not be, sent.

It is the responsibility of Overseas Warranholders who wish (a) to request for the Warrants Notification and/or the relevant Warrants Acceptance Forms; or (b) to accept the Warrants Proposal, to satisfy themselves as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Warranholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Joint Offerors, UOBKH, CDP, the Warrant Agent and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Warranholders for any such taxes, imposts, duties or other requisite payments as the Joint Offerors, UOBKH, CDP, the Warrant Agent and any person acting on their behalf may be required to pay. In (i) requesting for the Warrants Notification and the relevant Warrants Acceptance Forms; and/or (ii) accepting the Warrants Proposal, each Overseas Warranholder represents and warrants to the Joint Offerors, UOBKH, CDP and the Warrant Agent that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Warranholder who is in doubt about his position, including (without limitation) the ability to accept the Warrants Proposal, should consult his professional adviser in the relevant jurisdiction.

- 9.4 Copies of the Warrants Notification and the Warrants Acceptance Forms.** Subject to compliance with applicable laws, any affected Overseas Warranholders may, nonetheless, obtain a copy of the Warrants Notification, the relevant Warrants Acceptance Forms and any related documents during normal business hours and up to the Closing Date, from CDP (if he holds Warrants deposited with CDP) by contacting CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at [asksgx@sgx.com](mailto:asksgx@sgx.com) for instructions on how to obtain a copy of such documents or the office of the Warrant Agent (if he holds Warrants not deposited with CDP) at 112 Robinson Road #05-01, Singapore 068902.

Alternatively, an Overseas Warranholder may, subject to compliance with applicable laws, write to the Joint Offerors at (a) Mr. Toh Kok Soon, Synergy Supply Chain Management Sdn. Bhd., Irelia Management Sdn. Bhd., Tristan Management Sdn. Bhd. and Subtleway Management Sdn. Bhd. c/o The Central Depository (Pte) Limited at Robinson Road Post Office, P.O. Box 1984, Singapore 903934 (if he holds Warrants deposited with CDP), or (b) Mr. Toh Kok Soon, Synergy Supply Chain Management Sdn. Bhd., Irelia Management Sdn. Bhd., Tristan Management Sdn. Bhd. and Subtleway Management Sdn. Bhd. c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 (if he holds Warrants not deposited with CDP), to request for the Warrants Notification, the relevant Warrants Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post, at his own risk, up to five (5) market days prior to the Closing Date.

Electronic copies of the Warrants Proposal Letter and the relevant Warrants Acceptance Forms are available on the website of the SGX-ST at <https://www.sgx.com>.

- 9.5 Notice.** The Joint Offerors and UOBKH each reserve the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST and if necessary, paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholder) to receive or see such announcement or advertisement.

The Joint Offerors and UOBKH each reserves the right to notify any matter, including the fact that the Warrants Proposal has been made, to any or all Warrantheolders (including Overseas Warrantheolders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case, such notice(s) shall be deemed to have been sufficiently given notwithstanding any failure by any Warrantheolder (including Overseas Warrantheolder) to receive or see such relevant announcement or advertisement.

#### **10. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS**

CPFIS Investors and SRS Investors will receive further information on how to accept the Offer, or as the case may be, the Warrants Proposal from their respective CPF Agent Banks and SRS Agent Banks directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice. CPFIS Investors and SRS Investors who wish to accept the Offer, or as the case may be, the Warrants Proposal are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks. CPFIS Investors and SRS Investors who accept the Offer, or as the case may be, the Warrants Proposal will receive the Offer Price, or as the case may be, the Warrants Price payable in respect of their Offer Shares, or as the case may be, the Warrants, in their respective CPF investment accounts and SRS investment accounts.

#### **11. JOINT OFFERORS' RESPONSIBILITY STATEMENT**

Each Joint Offeror and (as applicable) its directors (including any director who may have delegated detailed supervision of this announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that there are no material facts that have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and accept joint and several responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company (including without limitation, information relating to the Company), the sole responsibility of each Joint Offeror and (as applicable) its directors have been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

Issued by  
**UOB KAY HIAN PRIVATE LIMITED**

For and on behalf of the Joint Offerors  
6 December 2021

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Any enquiries relating to this announcement or the Offer should be directed during office hours to:

**UOB Kay Hian Private Limited**  
Tel: (65) 6590 6881

### **Forward-Looking Statements**

*All statements other than statements of historical facts included in this announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors must not place undue reliance on any forward-looking statement, and neither the Joint Offerors nor UOBKH undertake any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*