

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

**KNOW-YOUR-CUSTOMER CHECKS FOR TOP 50 SHAREHOLDERS OF THE COMPANY
IN CONNECTION WITH
ISSUANCE OF SHAREHOLDERS NEW SWIBER SHARES**

Unless otherwise stated herein, all capitalised terms in this announcement shall have the meanings ascribed to them in the circular dated 11 April 2022 issued to the Company's shareholders.

1. INTRODUCTION

Swiber Holdings Limited (Judicial Managers Appointed) ("**Company**") and together with its subsidiaries, "**Group**") refers to:

- (a) the Circular in relation to, *inter alia*, the Proposed Disposal and the Whitewash Resolution;
- (b) the Company's announcement dated 28 April 2022 informing that the EGM was convened on 28 April 2022 to obtain Shareholders' approval for the Proposed Disposal and the Whitewash Resolution and during which both resolutions were duly passed; and
- (c) the Company's announcement dated 28 April 2022 informing that the Books Closure Date is 10 May 2022.

Having duly obtained Shareholders' approval for the Proposed Disposal and the Whitewash Resolution, the Company intends to commence preparatory work towards the New Swiber Closing, which remains subject to fulfilment and/or waiver of remaining conditions precedent under the Investment Agreement.

In particular, in line with Section 14.2 (Entitled Shareholders) of the Circular, this Announcement sets out, *inter alia*, the administrative steps to be taken by certain Existing Shareholders in order to receive their entitlement to the Shareholders New Swiber Shares.

2. ACTION TO BE TAKEN BY TOP 50 SHAREHOLDERS

2.1 Commencement of KYC checks in respect of Top 50 Shareholders

Tricor WP Corporate Services Pte. Ltd. ("**Tricor**"), as the registered filing agent of New Swiber (to be incorporated), will be commencing the necessary Know-Your-Customer and due diligence ("**KYC**") checks in respect of the certain Existing Shareholders whose details would be lodged with the Accounting and Corporate Regulatory Authority ("**ACRA**"). In this regard, the registered filing agent requires the relevant details and documents of the top 50

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Existing Shareholders (excluding the Foreign Shareholders⁽¹⁾) (based on their shareholdings in the Company as at the Books Closure Date) ("**Top 50 Shareholders**").

Top 50 Shareholders of the Company will be contacted by the Company via the contact information as registered in the Depository Register maintained by CDP as at the Books Closure Date, in due course on the administrative steps.

The administrative steps to be taken by Top 50 Shareholders are set out in **Appendix A**. All Top 50 Shareholders are urged to read and attend to the steps set out in **Appendix A** carefully. If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Shareholders should note that the Company and Tricor may make further changes to the above arrangements to facilitate, *inter alia*, the administrative steps being taken by certain Existing Shareholders in order to receive their entitlement to the Shareholders New Swiber Shares in a timely manner. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.

2.2 Deadline to complete administrative steps

The Top 50 Shareholders are requested to complete the administrative steps by **13 May 2022**.

If you are aware that you are a Top 50 Shareholder but have not been contacted by the Company by the above deadline, you should contact the Company via email at sg-swiber@kpmg.com.sg immediately.

In the event that any Top 50 Shareholder fails to complete the administrative steps by the above deadline, or such KYC checks require more time due to incomplete / insufficient documentation provided or any other unforeseen circumstances beyond the control of the Company, **the affected Top 50 Shareholder will not be able to receive their entitlement of the Shareholders New Swiber Shares**. Instead, the entitlement to the Shareholders New Swiber Shares will form part of the Undistributed Shareholders New Swiber Shares, which will be held by the Company and/or any other Group Company as a bare trustee for such persons as elaborated under Section 14.3 (Foreign Shareholders and Undistributed Shareholders New Swiber Shares) of the Circular, until such time the KYC checks are completed.

2.3 No action required for other Existing Shareholders

For the avoidance of doubt, no action is required on the part of the Existing Shareholders who are **not** Top 50 Shareholders (including the Foreign Shareholders) in order to receive their entitlement to the Shareholders New Swiber Shares on New Swiber Closing.

(1) Being (a) Shareholders whose registered addresses, as recorded in the register of members of the Company for the service of notice and documents, are outside Singapore; and (b) Depositors whose registered addresses, as recorded in the Depository Register maintained by CDP for the service of notice and documents, are outside Singapore.

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2.4 Foreign Shareholders not to receive Shareholders New Swiber Shares

The Company wishes to reiterate that, due to potential prohibitions or restrictions against the offering of New Swiber Shares in jurisdictions other than Singapore, Foreign Shareholders holding Shares as at the Books Closure Date will not receive their Shareholders New Swiber Shares at New Swiber Closing.

Instead, arrangements will be made for such Shareholders New Swiber Shares which cannot be issued to the Foreign Shareholders at New Swiber Closing due to prohibitions or restrictions against the offering of New Swiber Shares in jurisdictions other than Singapore to be held by the Company and/or any other Group Company following the New Swiber Closing, for the benefit of such persons until such time that (i) such Shareholders New Swiber Shares can be subsequently transferred to these persons and/or (ii) such Shareholders New Swiber Shares are sold and the net proceeds therefrom are distributed to such persons, as the case may be.

Please refer to Section 14.3 of the Circular for further details on the arrangements in respect of the Undistributed Shareholders New Swiber Shares.

2.5 Issuance of share certificates for the Shareholders New Swiber Shares

The share certificates to be issued in connection with the allotment and issue of the Shareholders New Swiber Shares will be ready for delivery to the Existing Shareholders (subject to the arrangements stated in Sections 2.5.2 and 14 of the Circular) within 2 months from New Swiber Closing and New Swiber may, through the Company via an announcement on SGXNET, notify the mode of delivery and/or collection.

3. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Transactions as defined under the Circular (including without limitation, the Proposed Disposal and the issuance of Shareholders New Swiber Shares) remain subject to, amongst others, fulfilment of the conditions precedent under the Investment Agreement. There is no certainty or assurance that the conditions precedent for the Proposed Transactions can be fulfilled.

The Company will make further announcements, in compliance with the requirements of the Listing Manual, when there are material developments in respect of the Investment Agreement. Shareholders are advised to read the Circular, this announcement and any further announcements by the Company carefully. Persons who are in doubt as to the action they should take should consult their financial, tax, legal or other professional adviser(s).

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By Order of the Judicial Managers
Bob Yap Cheng Ghee
Joint and Several Judicial Manager
29 April 2022

By Order of the Board
Raymond Kim Goh
Chairman
29 April 2022

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APPENDIX A

ADMINISTRATIVE STEPS TO BE TAKEN BY THE TOP 50 SHAREHOLDERS

If you are a Top 50 Shareholder, you will be contacted by the Company. Please perform each of the steps below where applicable to you to ensure you are able to receive your entitlement of the Shareholders New Swiber Shares.

1. **For a Top 50 Shareholder who is an individual**

You will be required to carry out the following:

- (a) Complete a customer due diligence form for individuals ("**Tricor Individual KYC Form**").
- (b) Prepare the certified true copies* of the following documents listed in below:
 - (i) for Singaporeans and Singapore Permanent Residents: your national registration identity card (NRIC);
 - (ii) for foreigners: the biodata page of a valid travel document (e.g. passport); and
 - (iii) A document containing the residential address of the individual (e.g. bank statement or a recent utility bill issued within the last three (3) months).

*Please refer to paragraph 3 below on the accepted modes of certification.

- (c) Provide such other relevant document(s) as Tricor may deem necessary or appropriate to complete its KYC checks which will be communicated by the Company to the shareholders accordingly.
- (d) The completed Tricor Individual KYC Form and the certified true copies of the documents as listed in paragraph 1(b) should be electronically submitted to the Company at sg-swiber@kpmg.com.sg by 13 May 2022. The original copy of the completed Tricor Individual KYC Form and the certified true copies of the documents as listed in paragraph 1(b) are to be delivered to Swiber Holdings Limited (Judicial Managers Appointed), c/o 16 Raffles Quay, #22-00 Hong Leong Building, Singapore 048581 by courier or registered mail before 27 May 2022.

2. **For a Top 50 Shareholder who is a body corporate**

You will be required to carry out the following:

- (a) Complete a customer due diligence form for corporates ("**Tricor Corporate KYC Form**").
- (b) Prepare the certified true copies* of the following documents listed in below:

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- (i) Ownership Structure Chart which reflect the ultimate individual beneficial owner(s) and percentage of shareholdings, duly certified by a director or in-house legal counsel of the corporate shareholder;
- (ii) for an agent (person acting on behalf of a company) or a representative appointed by the company: a written authorisation letter issued by a company, together with the individual's personal identification documents mentioned in paragraph 1(b)(i) or 1(b)(ii) above;
- (iii) Certificate of Incorporation;
- (iv) Certificate of Change of Name (if applicable);
- (v) Register of Members;
- (vi) Register of Directors;
- (vii) Memorandum and Articles of Association / Constitution; and
- (viii) Certificate of Incumbency.

*Please refer to paragraph 3 below on the accepted modes of certification.

- (c) Provide such other relevant document(s) as Tricor may deem necessary or appropriate to complete its KYC checks.
- (d) The completed Tricor Corporate KYC Form and the certified true copies of the documents as listed in paragraph 2(b) should be electronically submitted to the Company at sg-swiber@kpmg.com.sg by 13 May 2022. The original copy of the completed Tricor Individual KYC Form and the certified true copies of the documents as listed in paragraph 1(b) are to be delivered to Swiber Holdings Limited (Judicial Managers Appointed), c/o 16 Raffles Quay, #22-00 Hong Leong Building, Singapore 048581] by courier or registered mail before 27 May 2022.

3. Accepted Modes of Certification

Documents listed in paragraphs 1(b) or 2(b) must be certified by suitable certifiers, such as practicing lawyers, Commissioners of Oaths, a Chartered Secretary or a Chartered Accountant, and the certifier must:

- (a) state that it is a true copy of the original; and
- (b) sign and date the relevant document, stating his/her name, position/capacity, address, telephone number and email address.

If the document is not in English, an English translation of the same from a suitably qualified person must be provided.

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4. **Personal Data Privacy**

You agree that none of the Company, the Judicial Managers, Tricor, CDP and/or the Share Registrar ("**Authorised Persons**") shall be liable for any action or omission in respect of the administrative steps being taken by you as a Top 50 Shareholder in relation to the issue of the Shareholders New Swiber Shares and/or any information and/or documents submitted therewith. By completing and delivering the aforementioned documents, you: (a) consent to the collection, use and disclosure of your personal data by the Authorised Persons for the purpose of facilitating the issue of Shareholders New Swiber Shares to you, and in order for the Authorised Persons to comply with any applicable laws, listing rules, regulations and/or guidelines; (b) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable laws, regulations and/or guidelines; and (c) agree that you will indemnify the Authorised Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

If you have any questions about receiving your shares in New Swiber, you should contact the Company at:

Swiber Holdings Limited (Judicial Managers Appointed)
c/o 16 Raffles Quay #22-00, Hong Leong Building, Singapore 048581
Email: sg-swiber@kpmg.com.sg

Please indicate in the Subject of your email "Query on Shareholders' New Swiber Shares".

Please also provide your i) full name; ii) identification/registration number; iii) the manner in which your shares are held (i.e. via CDP, CPF, SRS and/or scrip); and iv) contact number.