

Swiber Holdings Limited  
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This announcement is not an offer for sale of securities in the United States. The nil-paid rights and rights shares are not being registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States unless registered under the Securities Act or pursuant to an exemption from registration under the Securities Act. There will be no public offering of securities in the United States.

**SWIBER HOLDINGS LIMITED**  
(Company Registration No.: 200414721N)  
(Incorporated in the Republic of Singapore)

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### **RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE**

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Swiber Holdings Limited (the "**Company**") refers to its announcements on 30 December 2014 and 7 January 2015 (the "**Announcements**") in relation to the proposed renounceable rights issue of up to 305,693,000 new ordinary shares in the capital of the Company (the "**Rights Shares**") at an issue price of S\$0.15 for each Rights Share on the basis of one (1) Rights Share for every two (2) existing ordinary shares in the capital of the Company to raise gross proceeds of approximately S\$45.9 million (the "**Rights Issue**"). Terms defined in the Announcements and the Offer Information Statement (as defined below) have the same meanings when used herein.

#### **1. LODGEMENT AND DESPATCH OF OFFER INFORMATION STATEMENT**

The Company wishes to announce that the offer information statement dated 8 January 2015 (the "**Offer Information Statement**") in relation to the Rights Issue has today been lodged with the Monetary Authority of Singapore (the "**Authority**"). Please refer to the Offer Information Statement which is uploaded together with this announcement on the SGX-ST's website at <http://www.sgx.com> for more information on the Rights Issue. The Offer Information Statement is also available on the website of the Authority at [www.mas.gov.sg](http://www.mas.gov.sg) and is expected to be despatched to Entitled Shareholders (together with a copy of the Provisional Allotment Letter (the "**PAL**") or the Application Form for Rights Shares and Excess Rights Shares (the "**ARE**"), as the case may be), on or around 13 January 2015.

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, where Shareholders may have their registered addresses, the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders or any jurisdictions outside Singapore. Accordingly, Foreign Shareholders will not be allowed to participate in the Rights Issue.

## 2. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND APPLICATIONS FOR EXCESS RIGHTS SHARES

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares ("**excess applications**") may be made by Entitled Shareholders:

- (a) in the case of Entitled Depositors, by way of the ARE and/or by way of an Electronic Application through an ATM of a Participating Bank; and
- (b) in the case of Entitled Scripholders, by way of the PAL.

Investors who hold Shares under the SRS, CPFIS Members who had bought Shares under the CPFISOA and/or investors who hold Shares through finance companies or Depository Agents can only accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares by instructing the relevant approved banks in which they hold their SRS Accounts, their respective approved CPF agent banks, finance companies and/or Depository Agents to do so on their behalf. **Any acceptance and (if applicable) application made directly by the abovementioned persons through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected. For the avoidance of doubt, CPF Funds may not be used for the purchase of the provisional allotments of the Rights Shares directly from the market.**

More information on the procedures for acceptance, payment and excess application by Entitled Shareholders may be found in the Offer Information Statement, the ARE and the PAL.

## 3. TRADING PERIOD FOR "NIL-PAID" RIGHTS

The trading period for the provisional allotments of Rights Shares (or "nil-paid" Rights) on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") will commence at **9.00 a.m. on 13 January 2015** and will end at **5.00 p.m. on 21 January 2015**.

Entitled Depositors should note that the provisional allotment of Rights Shares will be tradable in board lot sizes of 500 Rights and 1,000 Rights. Entitled Depositors who wish to trade in lot sizes other than these board lot sizes, can do so on the SGX-ST's Unit Share Market.

Entitled Depositors who sell their "nil-paid" Rights during this period need not forward the AREs to the Purchasers as CDP will make arrangements for separate Application Forms for Rights Shares (the "**ARS**") to be issued to the Purchasers. Purchasers should note that CDP will, on behalf of the Company, send the ARS, accompanied by the Offer Information Statement, **BY ORDINARY POST AND AT THE PURCHASERS' OWN RISK**, to their respective Singapore addresses as registered with CDP. For the avoidance of doubt, only Entitled Shareholders (and not Purchasers or the renounees of Entitled Shareholders) shall be entitled to apply for additional Rights Shares in excess of their provisional allotments of Rights Shares.

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, where Shareholders may have their registered addresses, the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders or any jurisdictions outside Singapore. Accordingly, Foreign Shareholders will not be allowed to participate in the Rights Issue. No provisional allotment of



Rights Shares will be made to Foreign Shareholders and no purported acceptance or application for Rights Shares by Foreign Shareholders will be valid.

The Offer Information Statement and its accompanying documents will also not be despatched to Foreign Purchasers. Foreign Purchasers are advised that their participation in the Rights Issue may be restricted or prohibited by the laws of the jurisdiction in which they are located or resident. Subject to compliance with applicable laws, Foreign Purchasers who wish to accept the Rights credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

#### 4. **COLLECTION OF OFFER INFORMATION STATEMENT**

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents on or around 13 January 2015 may obtain copies of the documents from CDP or the Share Registrar, as the case may, at their respective addresses as follows:

CDP

**The Central Depository (Pte) Limited**

9 North Buona Vista Drive  
#01-19/20, The Metropolis  
Singapore 138588

Share Registrar

**Boardroom Corporate & Advisory Services Pte Ltd**

50 Raffles Place  
Singapore Land Tower #32-01  
Singapore 048623

CPFIS Members who do not receive the Offer Information Statement from their respective approved CPF agent banks may obtain copies of the Offer Information Statement from the Share Registrar (at the address stated above).

Purchasers who do not receive the ARS and the Offer Information Statement may also obtain copies of the same from CDP (at the address stated above).

#### 5. **IMPORTANT DATES AND TIMES**

Entitled Shareholders and Purchasers should take note of the following important dates and times in respect of the Rights Issue. All dates and times referred to below are Singapore dates and times:

<b>Event</b>	<b>Indicative Date</b>
Lodgement of the Offer information Statement and accompanying application forms with the Authority	Thursday, 8 January 2015
Books Closure Date	Thursday, 8 January 2015 at 5.00 p.m.
Despatch of the Offer information Statement, and accompanying application forms to Entitled Shareholders	Tuesday, 13 January 2015



Commencement of the Rights Trading Period	Tuesday, 13 January 2015 from 9.00 a.m.
Last date and time for splitting and trading of Rights	Wednesday, 21 January 2015 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares	Tuesday, 27 January 2015 at 5.00 p.m. (9.30 p.m. for electronic applications) <sup>1</sup>
Last date and time for application and payment for excess Rights Shares	Tuesday, 27 January 2015 at 5.00 p.m. (9.30 p.m. for electronic applications) <sup>1</sup>
Expected date of issue of the Rights Shares	Wednesday, 4 February 2015
Expected date and time of commencement of trading of the Rights Shares on the SGX-ST	Thursday, 5 February 2015 from 9.00 a.m.

The above timetable is indicative only and is subject to change and the Company may, in consultation with the Issue Manager and Underwriter and with the approval of the SGX-ST, modify the above timetable subject to any limitation under any applicable laws. In such an event, the Company will publicly announce the same through a SGXNET announcement to be posted on the SGX-ST's website (<http://www.sgx.com>).

**6. ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS ON 24 JANUARY 2015**

Entitled Depositors should note that Electronic Applications through ATMs of the Participating Banks will not be available on 24 January 2015 due to system maintenance.

**7. TRADING OF SHARES ON THE SGX-ST**

The Shares are currently quoted on the SGX-ST in board lot sizes of 1,000 Shares. Shareholders should note that, with effect from 19 January 2015, subject to any further changes that the SGX-ST may announce, each board lot of Shares will comprise 100 Shares. Shareholders who hold odd lots of Shares (that is, lots other than board lots of 1,000 Shares currently, or board lots of 100 Shares with effect from 19 January 2015) and who wish to trade in odd lots can do so on the SGX-ST's Unit Share Market.

By Order of the Board

Raymond Kim Goh  
Executive Chairman  
8 January 2015

<sup>1</sup> Electronic Applications through ATMs of the Participating Banks will not be available on 24 January 2015. Please see paragraph 6 of this announcement for further details.



## **Important Notice**

This announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any "nil-paid" Rights or Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any "nil-paid" Rights or Rights Shares except on the basis of the information contained in the Offer Information Statement. The information contained in this announcement is not for release, publication or distribution to persons in the United States and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of "nil-paid" Rights and the acquisition or purchase of the Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this announcement, the Offer Information Statement, the provisional allotment letters and/or the application forms for Rights Shares and excess Rights Shares into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

All statements contained in this announcement, statements made in press releases and oral statements that may be made by the Company or the Directors, officers or employees acting on its behalf, that are not statements of historical fact, constitute "forward-looking statements". Some of these statements can be identified by words that have a bias towards the future or are forward-looking such as, without limitation, "anticipate", "believe", "could", "estimate", "expect", "forecast", "if", "intend", "may", "plan", "possible", "probable", "project", "should", "will" and "would" or other similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group's expected financial position, operating results, business strategies, plans and prospects are forward-looking statements. These forward-looking statements, including but not limited to statements as to the Group's revenue and profitability, prospects, future plans and other matters discussed in this announcement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group's actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks, uncertainties and other factors that may cause the Group's actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this announcement, undue reliance must not be placed on these statements. The Group's actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company nor any other person represents or warrants that the Group's actual future results, performance or achievements will be as discussed in those statements. Further, each of the Company and the Issue Manager and Underwriter disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. Where such developments, events or circumstances occur and are material, or are required to be disclosed by law and/or the SGX-ST, the Company will make an announcement via SGXNET and, if required, lodge a supplementary or replacement document with the Authority.

