
PROPOSED ACQUISITION OF NEWCRUZ INTERNATIONAL PTE. LTD. AND PTSB HOLDINGS PTE. LTD.

1. INTRODUCTION

The board of directors (the “**Directors**”) of Vallianz Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce (“**Announcement**”) that the Company has, together with its wholly-owned subsidiary Vallianz International Pte. Ltd. (“**VIP**”), on 10 November 2014 entered into a conditional sale and purchase agreement (“**SPA**”) with Swiber Holdings Limited (the “**Vendor**”) for the acquisition of the entire issued and paid-up shares of Newcruz International Pte. Ltd. (“**NIPL**”) and PTSB Holdings Pte. Ltd. (“**PTSB Holdings**”) by VIP (the “**Proposed Acquisition**”).

2. INFORMATION ON VENDOR, NIPL, NSE, PTSB HOLDINGS AND PTSB

Vendor

The Vendor, a controlling shareholder of the Company (“**Shareholder**”), is a company incorporated in Singapore and listed on the Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and is the legal and beneficial owner of the entire issued and paid-up shares in NIPL and PTSB Holdings. The Vendor is in the business of providing offshore engineering, procurement, construction, installation and commissioning services (“**EPCIC**”) and the supply of vessels for offshore projects. The Vendor derives its revenue from two main business activities, namely, offshore EPCIC and offshore marine support.

The Vendor's offshore EPCIC business offers a full suite of EPCIC services customized to the different needs of its customers in the oil and gas industry. These services are utilized at the exploration, development, production and post-production stages in an offshore oil and gas project.

The Vendor's offshore marine support business complements its offshore EPCIC business by supplying its EPCIC customers with vessels for their offshore projects. The Vendor operates a fleet of support vessels chartered to customers throughout their various stages of their offshore oil and gas exploration, development and production projects. Its customers include established companies engaged in the offshore exploration, development and production of oil and gas, and marine contractors engaged in the design and construction of infrastructure for such projects.

After the completion of the Proposed Acquisition, the Vendor's shareholding interests in the Company will increase from 23.36% to 27.02%.

NIPL and NSE

NIPL, a company incorporated in Singapore in 2007, is an investment-holding company, and is the legal and beneficial owner of the entire issued and paid-up shares in Newcruz

Shipbuilding & Engineering Pte. Ltd. ("**NSE**"), a company incorporated in Singapore. NSE is operating a shipyard located at 23 and 25 Tuas Crescent Singapore 638717 which spans an area of 3.6 hectares with a 220-metre water frontage ("**Shipyard**").

PTSB Holdings and PTSB

PTSB Holdings, a company incorporated in Singapore in 2014, is an investment holding company. The Vendor is the legal owner of 49% of the issued and paid-up shares in PT Swiber Berjaya ("**PTSB**"), a company incorporated in Indonesia. As at the date of this announcement, the Vendor is in the process of transferring all its shareholding interest in the issued and paid-up shares in PTSB to PTSB Holdings. The remaining 51% of the issued and paid-up shares is held by the president director of PT United Sindo Perkasa, a subsidiary of the Company. PTSB is a vessel owner engaged in chartering and ship management, and owns a fleet of 18 offshore support vessels comprising, amongst others, an accommodation barge, anchor handling tugs supply vessels and barges ("**Vessel Assets**").

The net tangible asset value of the shares in NIPL and PTSB Holdings to be acquired by VIPL, assuming the transfer of shareholding interests of the Vendor in PTSB to PTSB Holdings, is approximately US\$25.1 million as at 30 September 2014.

3. PRINCIPAL TERMS OF THE SPA

The principal terms of the SPA are as follows:

3.1 Consideration

The consideration for the Proposed Acquisition (being the aggregate of the consideration for the shares in NIPL of US\$18.59 million and of PTSB Holdings of US\$17.5 million) is approximately US\$36.09 million ("**Consideration**"), which shall be satisfied:

- (a) in part by the issuance of senior perpetual securities ("**Perpetual Securities**") amounting to an aggregate principal amount of approximately US\$22.50 million by the Company to the Vendor; and
- (b) in the other part by the allotment and issuance of 160,000,000 ordinary shares ("**Shares**") in the capital of the Company ("**Consideration Shares**") at an issue price of approximately S\$0.11 per Consideration Share ("**Issue Price**"), credited as fully-paid, for an aggregate consideration of approximately US\$13.59 million,

by the Company to the Vendor on the date of completion ("**Completion Date**") of the Proposed Acquisition ("**Completion**"). Please refer to Appendix 1 attached herein for details on the Perpetual Securities.

The Issue Price, based on the agreed exchange rate of US\$1 : S\$1.295, represents a premium of 12% to the weighted average price for trades done of the Shares on the SGX-ST for the full market day preceding the date of signing of SPA ("**Execution Date**"). Based on the Company's audited financial statements for the financial year ended 2013 ("**FY2013**"), the Company's net tangible asset ("**NTA**") per Share is approximately 3.59 US cents and as such, the Issue Price represents a premium of 206% to the NTA per Share. The Consideration Shares consist of 5.03% and 4.79% of the existing share capital and the enlarged share capital of the Company after the completion of the Proposed Acquisition respectively.

The Consideration was arrived at on a willing seller, willing buyer basis, after taking into account various factors such as the existing assets of NIPL, NSE, PTSB Holdings and PTSB

(collectively, the “**Target Group**” and each a “**Target Group Company**”) including the Shipyard, the Vessel Assets and certain equipment and financial position of the Target Group.

The Consideration for the Proposed Acquisition is via the issuance of the Perpetual Securities and the allotment and issue of the Consideration Shares to the Vendor. No part of the Consideration is payable in cash to the Vendor.

The allotment and issuance of the Consideration Shares would not result in a transfer of controlling interest in the Company.

3.2 Conditions Precedent

The Proposed Acquisition is conditional upon the fulfillment of, *inter alia*, the following conditions precedent (“**Conditions Precedent**”), unless waived, on or prior to 31 January 2015 or such other earlier or later date as the Vendor, VIP and Company (each a “**Party**” and collectively the “**Parties**”) may agree in writing

- (a) all approvals, consents, waivers, registration, or statements of no objection that are required by VIP by law, contract or practice, or by any governmental body or competent authorities having jurisdiction over the Proposed Acquisition and the matters contemplated herein (including any approvals or consents required for the allotment and issuance of the Consideration Shares and Perpetual Securities), as are necessary or required (including, but not limited to, the SGX-ST, the Sponsor and shareholders of VIP and/or the Company, to the extent required under Chapters 8, 9 and 10 of Section B: Rules of Catalist of the Listing Manual of the SGX-ST (“**Catalist Rules**”), or any other third party) to permit the Proposed Acquisition and the matters contemplated herein to occur, being granted and where such grant be subject to terms and/or conditions, such terms and/or conditions being acceptable to the Vendor in the Vendor’s reasonable discretion, and being capable of being complied with by each Party to the extent that such terms and/or conditions apply to such Party;
- (b) all approvals, consents, waivers, registration, or statement of no objection that are required by the Vendor and any Target Group Company by Law, contract or practice, or by any governmental body or competent authorities having jurisdiction over the Proposed Acquisition and the matters contemplated herein (including the resultant change in shareholders, directors and management of the Target Group, as the case may be), as are necessary or required (including, but not limited to, the SGX-ST, and shareholders of the Vendor, to the extent required under the Mainboard Rules, or any other third party) to permit the Proposed Acquisition and the matters contemplated herein to occur, being granted and where such grant be subject to terms and/or conditions, such terms and/or conditions being acceptable to VIP in VIP’s reasonable discretion, and being capable of being complied with by each Party to the extent that such terms and/or conditions apply to such Party;
- (c) completion by VIP and/or its professional advisers of legal, financial and commercial due diligence investigations on the Target Group, the Shipyard and the Vessel Assets, and the results of such due diligence being satisfactory to VIP in VIP’s sole and absolute discretion;
- (d) the business of the Target Group having at all times been carried on in the Ordinary Course of Business, and there having been no material adverse change in the business, assets and liabilities of each of the Target Group Companies since the Execution Date up to and including the Completion Date;
- (e) there being no investigations by any governmental body and competent authorities or

adverse proceedings pending or threatened against any of the companies in the Target Group or the Parties, that might reasonably be expected to impair or prevent the completion of the Proposed Acquisition and the matters contemplated herein (including the resultant change in shareholders, directors and management of the Target Group) or cause a material adverse change in the business operations, affairs, conditions (financial or otherwise) or prospects of the Target Group from the Execution Date up to and including Completion Date;

- (f) the obtaining and procurement of all licences, authorisations, orders, grants, confirmations, permissions, registrations, consents and other approvals under all applicable laws or as required for the purposes of the Proposed Acquisition and the matters contemplated herein (including the resultant change in shareholders, directors and management of the Target Group Companies, to the extent applicable) on terms and conditions acceptable to the Parties;
- (g) the Target Group Companies not having received any written objections to the Proposed Acquisition from any creditor of the Target Group Companies from the Execution Date up to and including Completion Date;
- (h) the Company having received a report from the independent financial adviser engaged to advise on the Proposed Acquisition, confirming that such independent financial adviser is of the view that the Proposed Acquisition is on normal commercial terms and is not prejudicial to the interest of the Company and its Shareholders;
- (i) where the terms of any contracts entered into by or in relation to the Target Group Companies (including but not limited to any policies of insurance or banking and finance facilities taken up by any of the Target Group Companies) contain any restrictions or prohibition on the change in control of the shareholdings, management (including the board of directors and commissioners of any of the Target Group Companies) or ownership of the Target Group Companies or include any right to terminate exercisable prior to or as a result of any matter contemplated by the SPA (including but not limited to the Proposed Acquisition), delivery by the Vendor to VIP of a written confirmation in a form and on terms (if any) satisfactory to VIP by the counterparts thereto, of the waiver of such restriction or prohibition in relation to any such change arising from the any of the matters or transactions under the SPA or of any such right to terminate;
- (j) the submission of the additional listing confirmation by the Sponsor and the receipt of the listing and quotation notice from the SGX-ST for the listing and quotation of the Consideration Shares and the Perpetual Securities on the SGX-ST, and if any such approvals is granted on conditions, these conditions being reasonably accepted to the Parties and if required by SGX-ST, these conditions being satisfied before Completion;
- (k) the warranties remaining true and accurate in all respects and not misleading in any respect, as if repeated at any time before and on Completion, by reference to the facts and circumstances then existing; and
- (l) the completion of the transfer of all of the shareholding interests of the Vendor in the issued and paid-up shares in PTSB to PTSB Holdings with all necessary approvals, licences, authorisations, orders, grants, confirmations, permissions, registrations, consents and other approvals under all applicable Laws or as required having been obtained from the relevant Governmental Body or competent authorities, including, but not limited to the Investment Coordinating Board of the Republic of Indonesia (BKPM).

4. THE PROPOSED ACQUISITION AS A DISCLOSEABLE TRANSACTION

The relative figures computed on the bases set out in Rule 1006 of the Catalist Rules in respect of the Proposed Acquisition and based on the latest announced unaudited financial statements of the Group (“**Latest Announced Financial Statements**”) for 9M2014 are as follows:

Rule 1006(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	Not applicable
Rule 1006(b)	Net profits attributable to the assets acquired, compared with the Group's net profits	26.61% ⁽¹⁾
Rule 1006(c)	Aggregate value of the Consideration given, compared with the Company's market capitalization based on the total number of issued Shares excluding treasury shares	14.8% ⁽²⁾
Rule 1006(d)	Number of Consideration Shares to be issued, compared with the number of issued Shares	5.03% ⁽³⁾
Rule 1006(e)	Aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves	Not applicable

Notes:

- (1) For the latest unaudited profit after tax for 9M2014, the net profits attributable to the Target Group is approximately US\$4.37 million. Based on the Latest Announced Financial Statements, the net profits of the Group is approximately US\$16.44 million;
- (2) Based on the Consideration of US\$36.09 million, and the issued share capital of the Company of 3,183,512,122 ordinary shares in the capital of the Company and the weighted average price of such shares transacted on the Catalist Board of the SGX-ST on 07 November 2014 (being the market day preceding the date of the SPA on which the shares of the Company were traded); and
- (3) Based on 160,000,000 Consideration Shares and 3,183,512,122 existing Shares.

As the relative figure in Rule 1006(c) and Rule 1006(d) computed on the basis set out in Rule 1006 of the Catalist Rules above exceeds 5% but falls below 75%, the Acquisition constitutes a “discloseable transaction” under Chapter 10 of the Catalist Rules.

5. THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION

The Vendor is a controlling Shareholder of the Company. As such, the Vendor is an “interested person” within the meaning of Chapter 9 of the Catalist Rules and the Proposed Acquisition constitutes an “interested person transaction” as defined in Rule 904(5) of the Catalist Rules.

The value at risk of the Proposed Acquisition is the Consideration, being US\$36.09 million. Based on the latest audited consolidated financial statements of the Group for FY2013, the audited consolidated NTA of the Group was approximately US\$72.10 million, the value at risk of the Proposed Acquisition expressed as a percentage of the Group's latest audited consolidated NTA value for FY2013 is approximately 50.06%. As this value exceeds 5.0% of the Group's latest audited consolidated NTA value for FY2013, pursuant to Rule 906 of the Catalist Rules, the Proposed Acquisition is an interested person transaction which is subject to the approval of the Shareholders under Rule 906 of the Catalist Rules.

In addition, based on the Latest Announced Financial Statements of the Group, the unaudited consolidated NTA of the Group was approximately US\$195.48 million, and accordingly, the value at risk of the Proposed Acquisition expressed as a percentage of the Group's latest unaudited consolidated NTA value for 9M2014 is approximately 18.5%.

The aggregate value of all interested person transactions for 9M2014 with the Vendor and its associates is US\$3,55 million and the aggregate value of all interested person transactions for 9M2014 is US\$3,55 million.

6. ALLOTMENT AND ISSUE OF CONSIDERATION SHARES TO VENDOR

Rule 805(1) of the Catalist Rules provides that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares unless such issuance of shares is covered under a general mandate obtained from shareholders of the Company.

As the allotment and issue of the Consideration Shares to Vendor is not in reliance of the general mandate obtained from Shareholders at the annual general meeting of the Company on 28 April 2014, the Company will be seeking the specific approval of the Shareholders for the allotment and issue of the Consideration Shares to Vendor pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore ("**Companies Act**") and Rule 805(1) of the Catalist Rules.

Additionally, the Company will also be seeking independent Shareholders' approval for the allotment and issuance of the Consideration Shares to the Vendor, who is a controlling Shareholder of the Company, pursuant to Rules 804 and 812 of the Catalist Rules.

7. RATIONALE FOR THE PROPOSED ACQUISITION

The Company is listed on the Catalist of the SGX-ST. Its primary business is the ownership and chartering of vessels to support exploration and production activities in the global offshore oil and gas industry. The Company also provides fleet management services for third-party vessels.

To realise its goal of becoming a leading global player in the dynamic and rapidly growing offshore marine industry, the Company has been actively executing initiatives to expand its asset base, strengthen its operational capabilities and broaden its geographical coverage. In the nine months to 30 September 2014, the Company acquired an additional seven vessels that has expanded its fleet size to 33 vessels. To cater for future growth of its fleet, the Company also acquired Jetlee Shipbuilding & Engineering Pte Ltd and its Indonesian subsidiary to establish its own marine base in Batam, Indonesia, as well as OER Holdings Pte Ltd to build integrated capabilities in the supply of professional crew and related hospitality services. For details of the foregoing, please refer to the announcements of the Company dated 22 September 2014, 29 September 2014, 30 September 2014, 20 October 2014 and 31 October 2014.

The Company envisages that NIPL will provide additional shipyard facilities that will further strengthen the Company's in-house capabilities and fabrication capacity for the repair and conversion of its own vessels and third-party vessels that it manages.

The Company is also working continuously to broaden its customer base and diversify its geographical coverage beyond the Middle East and Asia Pacific. For the year-to-date, the Company has marked several milestones with maiden contracts in new markets in Latin America and West Africa.

The Company believes PTSB Holdings will provide it with an established platform to gain entry and immediate access to the Indonesian offshore marine market which is regulated by the cabotage law. In addition, PTSB will provide a new source of income to the Company and increase the geographical diversity of its earnings base.

8. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

8.1 Bases and Assumptions

The pro forma financial effects of the Proposed Acquisition on the net profits attributable to interests in NIPL and PTSB Holdings, the NTA per Share and earnings per Share (“EPS”) are set out below.

The pro forma financial effects for the Proposed Acquisition have been prepared based on the audited financial statements of the Group and the Target Group for FY2013, which have been prepared on a going concern basis, and are purely for illustrative purposes only and do not necessarily reflect the actual future results and financial position of the Group after Completion.

For the purpose of illustrating the financial effects of the Proposed Acquisition, the financial effects of the Proposed Acquisition are computed based on, *inter alia*, the following assumptions:

- (i) the financial effects on the Group’s NTA attributable to the equity holders of the Company and the NTA per Share are computed assuming that Proposed Acquisition was completed on 31 December 2013;
- (ii) the financial effects on the Group’s earnings attributable to the equity holders of the Company and EPS are computed assuming that Proposed Acquisition was completed on 1 January 2013; and
- (iii) assuming that the Perpetual Securities were not redeemed and the Distributions (as defined in Appendix 1) were paid.

8.2 Net Profits Attributable to Interests in NIPL and PTSB Holdings

The net profits attributable to interests in NIPL and PTSB Holdings to be acquired by VIP would be approximately US\$9.06 for FY2013.

8.3 NTA per Share

(US\$’000)	Before the Proposed Acquisition	After the Proposed Acquisition
NTA attributable to the equity holders of the Company	42,730	77,830
Number of Shares (’000)	1,189,412	1,349,412
NTA per Share (US\$ cents)	3.59	5.77

8.4 EPS

(US\$’000)	Before the Proposed Acquisition	After the Proposed Acquisition
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Profit attributable to Shareholders	7,493	15,655
Number of Shares ('000)	1,189,412	1,349,412
EPS (US\$ cents)	0.63	1.16

9. DIRECTOR SERVICE CONTRACTS

No person is proposed to be appointed as Director in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

10. INDEPENDENT FINANCIAL ADVISER

Provenance Capital Pte. Ltd. has been appointed as independent financial adviser ("IFA") to advise the independent Directors on the Proposed Acquisition.

11. AUDIT COMMITTEE STATEMENT

The audit committee of the Company ("**Audit Committee**") is obtaining an opinion from the IFA before forming its view on whether the Proposed Acquisition is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders. The view of the Audit Committee will be contained in the circular to Shareholders referred to in paragraph 13 herein.

12. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Each of Mr. Raymond Kim Goh, Mr. Yeo Chee Neng and Mr. Yeo Jeu Nam, is a director of each of the Company and Vendor and has shareholding interests in the Vendor. Accordingly, each of them has an interest in the Proposed Acquisition.

The Vendor, as a controlling Shareholder, also has an interest in the Proposed Acquisition.

Save as disclosed herein, none of the Directors or controlling Shareholders has any interest, direct or indirect, in the Proposed Acquisition.

13. EXTRAORDINARY GENERAL MEETING AND CIRCULAR TO SHAREHOLDERS

The Company will convene an extraordinary general meeting to seek the approval of the Shareholders for the Proposed Acquisition and the issue and allotment of the Consideration Shares and the issuance of the Perpetual Securities, and a circular containing, *inter alia*, details thereof, together with the opinions and recommendations of the Directors and the IFA in relation thereto, and enclosing the notice of such extraordinary general meeting in connection therewith, will be despatched to the Shareholders in due course.

14. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA will be available for inspection during normal business hours at the Company's registered office at 12 International Business Park, Swiber@IBP, #03-02,

Singapore 609920 for a period of three (3) months from the date of this Announcement.

15. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading.

Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

16. FURTHER ANNOUNCEMENTS

The Company will make further announcements on the Proposed Acquisition as appropriate or when there are further developments on the same.

17. CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their Shares as there is no certainty or assurance as at the date of this Announcement that the Proposed Acquisition will proceed to completion, as Completion is subject to, *inter alia*, the fulfillment of all the Conditions Precedent. Shareholders are advised to read this Announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts about the actions they should take.

By Order of the Board

Yeo Chee Neng
Chief Executive Officer

10 November 2014

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no

responsibility for the contents of this Announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Bernard Lui.

Telephone number: 6389 3000

Email: bernard.lui@stamfordlaw.com.sg.

Appendix 1

Summary of the indicative terms and conditions of the Perpetual Securities

Issuer	:	Vallianz Holdings Limited
Subscriber	:	Swiber Holdings Limited
Instrument	:	Senior Perpetual Securities (the “ Securities ”). The Securities may be issued under the Issuer's S\$500 million Multicurrency Debt Issuance Programme (the “ Programme ”).
Status	:	The Securities constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and shall at all times rank <i>pari passu</i> , without any preference or priority among themselves, and <i>pari passu</i> with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.
Currency of Securities	:	United States Dollar (“ USD ” or “ US\$ ”)
Form and Denomination	:	Registered form and in the denomination of US\$200,000 each (and in integral multiples of US\$1,000 in excess thereof), to be represented by a global certificate.
Issue Size	:	US\$ 22.5 million
Purpose	:	To be issued to the Subscriber as satisfaction of the consideration for the purchase of 100% of the issued and paid-up shares in the shares of Newcruz International Pte. Ltd. and PTSB Holdings Pte. Ltd. by Vallianz International Pte. Ltd., a subsidiary of the Issuer.
Issue Date	:	Completion Date
Maturity	:	No maturity date
First Call Date	:	Three (3) years after Issue Date
Step-Up Date	:	Three (3) years after Issue Date
Issue Price	:	100%
Distributions	:	The Securities confer a right to receive distributions (each a “ Distribution ”) from the Issue Date at the applicable Distribution Rate

		<p>(as referred to in the section “Distribution Rate” below).</p> <p>Distributions shall be payable on the Securities semi-annually in arrears, with each Distribution payable on the date falling six calendar months from the preceding date of payment of Distribution (each, a “Distribution Payment Date”), and with the first Distribution Payment Date falling six calendar months from the Issue Date.</p>
Initial Distribution Rate	:	4 percent per annum
Step-Up Margin	:	300 bps
Step-Up Rate	:	Initial Distribution Rate plus the Step-Up Margin
Distribution Rate	:	<p>The Distribution Rate applicable to the Securities shall be:</p> <p>(i) in respect of the period from, and including, the Issue Date to, but excluding, the Step-Up Date, the Initial Distribution Rate;</p> <p>(ii) in respect of the period from, and including, the Step-Up Date, the Step-Up Rate</p>
Optional Deferral of Distributions	:	<p>The Issuer may, at its sole discretion, elect to defer (in whole or in part) any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date if, during the 12 months period ending on the day before that scheduled Distribution Payment Date:</p> <p>(A) no dividend, distribution or other payment has been paid or declared by the Issuer on or in respect of any of the Issuer’s Junior Obligations; and</p> <p>(B) none of the Issuer’s Junior Obligations has been redeemed, reduced, cancelled, bought-back or acquired for any consideration by the Issuer,</p> <p>in each case, other than in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Issuer and its subsidiaries.</p> <p>“Junior Obligations” means any class of the Issuer’s share capital and any other instruments or securities (including without limitation any preference shares or subordinated perpetual securities) issued or guaranteed by the Issuer that ranks or is expressed to rank, by its terms or by operation of law, junior to the Securities.</p>
Arrears of Distribution/Cumulative Deferral	:	Any Distribution deferred pursuant to the Optional Deferral of Distributions shall be cumulative and shall constitute “Arrears of Distribution” . Each amount of Arrears of Distribution shall bear interest as if it constituted the principal of the Securities at the

		<p>Distribution Rate (“Additional Distribution Amount”).</p> <p>The Issuer is not subject to any limit as to the number of times Distributions and Arrears of Distribution can or shall be deferred.</p>
Restrictions in the case of a Deferral	:	<p>If on any Distribution Payment Date, payment of all Distribution (including Arrears of Distribution and Additional Distribution Amount, if any) scheduled to be made on such date is not made in full the Issuer shall not:</p> <p>(a) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on any of its Junior Obligations; or</p> <p>(b) redeem, reduce, cancel, buy-back or acquire for any consideration any of its Junior Obligations,</p> <p>in each case, unless and until the Issuer has satisfied in full all outstanding Arrears of Distribution and Additional Distribution Amounts, if any.</p>
Redemption at the Option of the Issuer	:	<p>The Issuer may redeem the Securities, in whole or in part, on (i) the First Call Date and (ii) each Distribution Payment Date occurring after the First Call Date. Any such redemption of Securities shall be at their “Early Redemption Amount” equal to the principal amount of the Securities to be redeemed, together with any Distribution accrued to the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), and provided always that any partial redemption shall be for a principal amount of at least US\$1 million (and in integral multiples of US\$200,000 in excess thereof).</p>
Early Redemption	:	<p>Early redemption allowed, in whole but not in part at the Early Redemption Amount, for one or more of the following events to be elaborated in the definitive terms and conditions of the Securities Deed:</p> <p>a. Redemption for Taxation Reasons;</p> <p>b. Redemption for Accounting Reasons;</p> <p>c. Redemption in the case of Minimal Outstanding Amount; and</p> <p>d. Redemption for Tax Deductibility Reasons.</p>
Limited right to institute proceedings	:	<p>The right to institute winding-up proceedings against the Issuer is limited to circumstances where payment has become due. In the case of any Distribution, Arrears of Distribution or Additional Distribution Amount, such amount will not be due if the Issuer has elected to defer that amount in accordance with the definitive terms and conditions of the Securities.</p>
Proceedings for Winding-Up	:	<p>If (i) an order is made or an effective resolution is passed for the bankruptcy, winding-up, liquidation, receivership or similar proceedings of the Issuer or (ii) the Issuer shall not make payment in</p>

		respect of the Securities for a period of five business days or more after the date on which such payment is due, the Issuer shall be deemed to be in default under the Trust Deed and the Securities and the Trustee may institute proceedings for the winding-up of the Issuer and/or prove in the winding-up of the Issuer and/or claim in the liquidation of the Issuer for such payment.
Business Day Convention	:	Following Business Day Convention
Day Count Fraction	:	Actual / 365 (Fixed)
Terms and Conditions/Pricing Supplement	:	In addition to the terms set out herein, the Securities will be subject to the definitive terms and conditions.
Listing	:	Singapore Exchange Securities Trading Limited (subject to approval of listing application)
Custody, Clearing and Settlement of Securities	:	The Central Depository (Pte) Limited
Governing Law	:	Singapore Law
Dealer for the Securities	:	To be appointed