NAM CHEONG LIMITED
(Company Registration No. 25458)
(Incorporated in Bermuda)

WHITEWASH WAIVER APPLICATION
- RECEIPT OF WAIVER FROM THE SECURITIES INDUSTRY COUNCIL

---

1. INTRODUCTION

The Board of Directors ("**Board**") of Nam Cheong Limited ("**Company**") and its subsidiaries (together, the "**Group**") refer to:

(a) its announcement dated 16 July 2018 in relation to, amongst other things, the sanction of the schemes of arrangements (with modifications) proposed between Nam Cheong Dockyard Sdn Bhd ("**NCD**") and Nam Cheong International Ltd ("**NCI**") and their respective creditors ("**NCD Scheme**" and "**NCI Scheme**" respectively);

(b) its circular to Shareholders dated 27 July 2018 relating to, amongst other things, the issuance of the Term Loan Shares;

(c) its announcement dated 3 August 2018 in relation to, amongst other things, the sanction of the scheme of arrangements (with modifications) proposed between the Company and its creditors ("**NCL Scheme**", collectively with the NCD Scheme and the NCI Scheme, the "**Schemes**");

(d) its announcement dated 28 September 2018 in relation to the implementation of the Schemes;

(e) its announcement dated 1 October 2020 in relation to NCD's admission into the Corporate Debt Restructuring Committee of Malaysia;

(f) its announcement dated 25 May 2022 in relation to the update on the Restructuring;

(g) its announcement dated 20 April 2023 in relation to the update of restructuring;

(h) its announcement dated 28 April 2023 in relation to the entry into placement agreement; and

(i) its announcement dated 9 May 2023 in relation to the submission of whitewash waiver application.

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the aforementioned announcements.

2. RECEIPT OF WAIVER LETTER FROM THE SECURITIES INDUSTRY COUNCIL

The Board is pleased to announce that the Company has received a letter from the Securities Industry Council of Singapore ("**SIC**") on 29 May 2023 indicating that based on the Company's submissions and representations to the SIC, the SIC waives the obligation for Tan Sri Datuk Tiong Su Kouk and his concerted parties (collectively, the "**Concert Parties**") to make a general offer for the Company under Rule 14 of the Singapore Code on Take-Overs and Mergers as a result of the Private Placement (the "**Whitewash Waiver**"), subject to the following conditions:

(a) a majority of holders of voting rights of the Company approves at a general meeting, before the issue of the Placement Shares pursuant to the Private Placement, a resolution (the "**Whitewash Resolution**") by way of a poll to waive their rights to receive a general offer from the Concert Parties;

(b) the Whitewash Resolution is separate from other resolutions;

(c) the Concert Parties and parties not independent of them abstain from voting on the Whitewash Resolution;

(d) the Concert Parties did not acquire or are not to acquire any shares or instruments convertible into and options in respect of shares of the Company (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new shares which have been disclosed in the circular to the Company's shareholders (the "**Circular**") in relation to the Private Placement):-
   (i) during the period between the announcements by the Company on the Private Placement (the "**Announcement Date**") and the date independent shareholders' approval is obtained for the Whitewash Resolution; and
   (ii) in the 6 months prior to the Announcement Date but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors of the Company in relation to the Private Placement;

(e) the Company appoints an independent financial adviser to advise its independent shareholders on the Whitewash Resolution;

(f) the Company sets out clearly in its Circular:-
   (i) details of the Private Placement;
   (ii) the dilution effect of the Private Placement to existing holders of voting rights;
   (iii) the number and percentage of voting rights in as well as the number of instruments convertible into, rights to subscribe for and option in respect of shares in the Company (other than the convertibles to be issued) held by the Concert Parties as at the latest practicable date;
   (iv) the number and percentage of voting rights to be issued to the Concert Parties as a result of the Private Placement; and
   (v) that Independent Shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from the Concert Parties at the highest price paid by them in the past 6 months preceding the Announcement Date;

(g) the Circular states that the waiver granted by SIC to the Concert Parties from the requirement to make a general offer under Rule 14 is subject to the conditions stated at (a) to (f) above;

(h) the Company obtaining SIC's approval in advance for those parts of the Circular that refer to the Whitewash Resolution; and

(i) to rely on the Whitewash Waiver, the approval of the Whitewash Resolution must be obtained within 3 months of the date of the letter from SIC, and the issuance of the Placement Shares pursuant to the Private Placement must be completed within 3 months of the approval of the Whitewash Resolution.

Any further material developments relating to the Restructuring will be disseminated at the appropriate juncture. There is no assurance or reasonable certainty that the Proposed Private Placement and/or any Restructuring options will be successfully concluded, although we are hopeful that the Group can achieve a viable solution going forward. In the event the Restructuring is not concluded within a timely manner, the Company / Group will continue to be faced with a going concern issue.

Further announcements will be made by the Company and the Board via SGXNET as and when there are material developments, in compliance with the listing rules of the Singapore Exchange Securities Trading Limited.

Given the above matters and pending the completion of the Restructuring, stakeholders and potential investors should exercise caution when trading in the Company's securities. When in doubt as to the action they should take, stakeholders and potential investors should consult their financial, tax or other advisers.

BY ORDER OF THE BOARD
NAM CHEONG LIMITED

Kong Wei Fung
Cheok Hui Yee
Company Secretaries

30 May 2023