
NOTICE OF EXTRAORDINARY GENERAL MEETING

SWIBER HOLDINGS LIMITED (JUDICIAL MANAGERS APPOINTED)

(Company Registration No. 200414721N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL: http://www.swiber.com/ir-IJM_JM_announcements.html. A printed copy of this Notice will NOT be despatched to members.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of Swiber Holdings Limited (Judicial Managers Appointed) (the "**Company**") will be held by way of electronic means on 1 September 2021 at 2.00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's circular to its shareholders dated 17 August 2021 (the "**Circular**").*

ORDINARY RESOLUTION 1

THE PROPOSED SUBSCRIPTION FOR NEW ORDINARY SHARES IN VHL PURSUANT TO THE PROPOSED SHL SUBSCRIPTION BY WAY OF THE SHL SUBSCRIPTION SET-OFF AND SETTLEMENT ARRANGEMENT

That:-

- (a) approval be and is hereby given for the proposed subscription by the Company of new ordinary shares in the capital of VHL pursuant to the Proposed SHL Subscription by way of the SHL Subscription Set-Off and Settlement Arrangement and in the manner described in the Circular; and
- (b) the Judicial Managers or, following the expiry or the discharge of the Judicial Management Order, the Directors (as the case may be) and each of them be and are hereby authorised and empowered to complete and do all acts and things, including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents, as they or any of them may in their or his absolute discretion consider necessary, desirable or expedient in connection with the Proposed SHL Subscription and to give effect to this resolution.

ORDINARY RESOLUTION 2

PROPOSED SHAREHOLDERS' MANDATE FOR THE DISPOSAL OF ALL OR PART OF THE DISPOSAL SECURITIES

That:-

- (a) approval be and is hereby given for the proposed disposal by the Company and SCPL of all or part of the VHL Shares held by the Company and SCPL from time to time, including without limitation the SHL Subscription Shares to be issued to the Company pursuant to the Proposed SHL Subscription and the SCPL Subscription Shares to be issued to SCPL pursuant to the Proposed SCPL Subscription (the "**Proposed Disposal of Securities**"), to the extent mandated and according to the terms under the Disposal Mandate as described in the Circular; and
- (b) (In the case of the Company) the Judicial Managers or, following the expiry or the discharge of the Judicial Management Order, the Directors (as the case may be) and (in the case of SCPL) the SCPL Liquidators, and each of them be and are hereby authorised and empowered to complete and do all acts and things, including without limitation, entering into all such

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transactions, arrangements and agreements and executing all such documents, as they or any of them may in their or his absolute discretion consider necessary, desirable or expedient in connection with the Proposed Disposal of Securities and to give effect to this resolution.

BY ORDER OF THE JUDICIAL MANAGERS

Bob Yap Cheng Chee
Joint and Several Judicial Manager
17 August 2021

BY ORDER OF THE BOARD

Raymond Kim Goh
Chairman
17 August 2021

Notes:

1. The EGM will be held by way of electronic means pursuant to the COVID-19 Order and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation in relation to Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation issued on 1 October 2020. Printed copies of this Notice of EGM will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on the Company's website at the URL: http://www.swiber.com/ir-IJM_JM_announcements.html and the SGXNET.

The proceedings of the EGM will be broadcasted "live" through an audio-and-video webcast and/or an audio feed. Shareholders and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) (including investors holding shares in the Company through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF Investors / SRS Investors")) ("Investors") who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at the URL: <https://conveneagm.sg/SHLsosaEGM2021> no later than 2.00 p.m. on 27 August 2021 ("**Registration Cut-Off Time**"). The Investors (including CPF Investors / SRS Investors) must inform their respective Depository Agents ("DAs") (including where applicable the respective banks approved by CPF to be their agent banks (the "**CPF Agent Banks**") or agent banks approved by CPF under the Supplementary Retirement Scheme (the "**SRS Operators**")) that they have registered to watch the "live" audio-and-video webcast and/or audio feed of the proceedings of the EGM and provide their DAs with their registration details in order for their DAs to in turn pre-register their interest with the Company. Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and/or audio feed of the proceedings of the EGM will be sent to authenticated Shareholders and Investors by 31 August 2021. Shareholders and Investors who do not receive any email by 2.00 p.m. on 31 August 2021, but have registered by the Registration Cut-Off Time, should contact the Company at sg-swiber@kpmg.com.sg with the following details included: (1) the full-name of the Shareholder or Investor; (2) his/her/its identification/registration number; and (3) the manner in which his/her/its Shares are held (for example, via CDP / CPF / SRS), for verification purposes, before 1 September 2021 at 9.00 a.m.

2. **Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person. Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the EGM. A Shareholder (whether individual or corporate) must appoint the Chairman of the EGM ("Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM. The Chairman, as proxy, need not be a Shareholder of the Company.** The instrument for the appointment of proxy ("**Proxy Form**") may be accessed at the Company's website at the URL: http://www.swiber.com/ir-IJM_JM_announcements.html and the SGXNET. Where a Shareholder (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
3. The Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF Investor / SRS Investor who wishes to vote should approach his/her relevant intermediary (including his/her CPF Agent Bank or SRS Operator) by 2.00 p.m. on 23 August 2021, being 7 working days before the date of the EGM to submit his/her voting instructions.

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4. **The Proxy Form must be submitted to the Company in the following manner:**

- (a) if submitted by post, to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (b) if submitted electronically, be submitted via email to sg-swiber@kpmg.com.sg,

in either case, by 2.00 p.m. on 30 August 2021 (being **48 hours** before the time fixed for holding the EGM). **All Proxy Forms must be received by the Company by the time and date stated above to be treated as valid.**

A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

5. In the case of Shareholders of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if such Shareholders are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time fixed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

6. **Shareholders and Investors will not be able to ask questions "live" during the broadcast of the EGM. Shareholders and Investors who have pre-registered by the Registration Cut-Off Time may submit questions relating to the resolutions to be tabled for approval at the EGM no later than 2.00 p.m. on 27 August 2021:**

- (a) via the pre-registration website at the URL: <https://conveneagm.sg/SHLsosaEGM2021>;
- (b) by email to sg-swiber@kpmg.com.sg; or
- (c) by post to Swiber Holdings Limited (Judicial Managers Appointed) c/o KPMG Services Pte. Ltd., 16 Raffles Quay #22-00 Hong Leong Building, Singapore 048581.

All questions must be received by the Company by the time and date stated above to be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, Shareholders and Investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM as received from Shareholders and Investors either before the EGM on SGXNET and the Company's website at the URL: http://www.swiber.com/ir-IJM_JM_announcements.html or during the EGM.

7. All documents (including the Circular, Proxy Form and this Notice of EGM) or information relating to the business of the EGM have been, or will be, published on SGXNET and/or the Company's website at the URL: http://www.swiber.com/ir-IJM_JM_announcements.html. **Printed copies of the documents will not be despatched to members.** Shareholders and Investors are advised to check SGXNET and/or the Company's website regularly for updates.

Personal data privacy:

By: (a) submitting a Proxy Form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof; (b) pre-registering for the EGM in accordance with this Notice; and/or (c) submitting any question to the Chairman of the EGM in advance of the EGM in accordance with this Notice, a Shareholder of the Company:

- (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or

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its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**");

- (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (c) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.