

# Ezion Holdings Limited

---

Third Informal Securityholders Meeting

2 November 2017





---

## Important Notes

---

- This informal meeting is being convened for the purpose of providing the Group's securityholders with a summary of the Consent Solicitation Exercise and to answer any queries which the Securityholders may have in relation to the Consent Solicitation Exercise.

Kindly note that:

- The informal meeting is not intended to and does not amount to a meeting under or in connection with the Trust Deed relating to the securities;
- The informal meeting has been called solely for the dissemination of information and no decisions or voting will be made at the informal meeting;
- The informal meeting is private and confidential and will be held on an entirely without prejudice basis; and
- In addition to securitiesholders on the records of The Central Depository (Pte) Limited who presently are recognised as securitiesholders under the terms of the Trust Deed and the securities, there may be persons holding the underlying beneficial interest who may also attend the informal meeting, and the reason why these persons have been allowed to attend is not in recognition of their status as securitiesholders but solely as a practical measure to facilitate the dissemination of information to such persons whom nominee securitiesholders having rights may take instructions from.



## Disclaimer

---

- Certain statements in this presentation may constitute forward looking statements. Forward looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. The words “believe,” “anticipate,” “intend,” “estimate,” “forecast,” “project,” “plan,” “potential,” “may,” “should,” “expect,” “pending” and similar expressions identify forward looking statements.
- Forward looking statements also include statements about our future growth prospects. Forward looking statements, involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding our earnings, our ability to lease out our vessels, our ability to implement our strategy, dependence on credit facilities and new equity from capital markets to execute our strategy, insufficient insurance to cover losses from inherent operational risks in the industry, dependence on key personnel, our short operating and financial history, possibility of pirate or terrorist attacks, competition in the industry, political instability where our vessels are flagged or operate, cyclicalities of the industry and fluctuations in vessel values. For further information, please see the documents and reports that we file with the Singapore Exchange Securities Trading Limited (the “SGX-ST”).



---

## Disclaimer

---

- You are advised not to place undue reliance on these forward looking statements, which are based on the Company's current views concerning future events. Unless legally required, the Company undertakes no obligation to update publicly any forward looking statements, whether as a result of new information, future events or otherwise.
- This presentation may include market and industry data and forecasts. Such information were extracted from various market and industry sources and the Group has not sought the consent of these market and industry sources for their consent nor have they provided their consent to the inclusion of such information in this presentation. You are advised that there can be no assurance as to the accuracy or completeness of such included information. While the Company has taken reasonable steps to ensure that the information is extracted accurately and in its proper context, the Company has not independently verified any of the data or ascertained the underlying assumptions relied upon therein.
- This presentation does not constitute or form any part of any offer or invitation or inducement to sell or issue, or any solicitation of any offer to purchase or subscribe for, any shares or other securities of the Company, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefore. This document may not be forwarded or distributed to any other person and may not be copied or reproduced in any manner whatsoever.



## Meeting Protocol



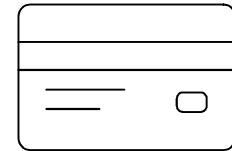
Without  
prejudice



Informal  
meeting



No recording  
and photo taking



Identification  
for Q&A



---

# Agenda

---

1. About Ezion
2. Key Terms of Each Option (A, B, C, D)
3. Merits of the Proposal
4. Consent Fee
5. Completing Your Vote
6. Important Deadlines
7. Questions Received
8. Informal Clinic Sessions
9. Q&A



## The Group is Viable



### About Ezion



#### Largest liftboat owner-operator in Asia Pacific

The second largest in the world



#### Defensive segment poised for recovery

Production and maintenance segments are defensive and will experience quickest recovery when the market picks up



#### Established business network

With multi-national oil majors and leading Energy Groups in Southeast Asia, South Asia, Middle East, West Africa, North Sea and Central Americas



The Group is viable but needs time to reduce its indebtedness

#### Impact of Strategies

##### Reduce indebtedness to a more sustainable level

- A. increasing net operating cash flows;
- B. conversion of convertible bonds to be issued as part of the Group's refinancing;
- C. exercise of warrants by warrant holders; and
- D. attracting one or more strategic investors.

#### Illustration

**After 6 Years**  
(at current market charter rates)

**US\$933 million**

**After 6 Years**  
(if Liftboat charter rates increase by US\$10,000 per day)

**US\$1,057 million**

We need all stakeholders to play a part in supporting the Group

- A. The Shareholders invested S\$137 million last year and may potentially be investing up to S\$460 million more.
- B. The Management Team has reduced their remuneration significantly.
- C. The secured lenders are in the process of refinancing loans by accepting minimal fixed principal repayments over the next six years, decreasing the interest rates for such loan facilities and potentially electing to charge interest at a fixed rate for such loan facilities and extending a new working capital line of up to US\$100 million.



## **Key Terms of Each Option**

**Series 003 – 007: Options A & B**

**Series 008 : Options C & D**

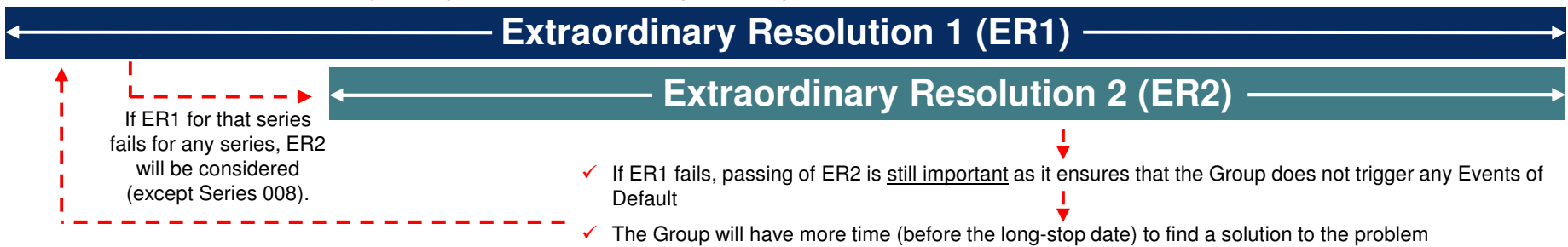




## What are Resolution 1 and Resolution 2?

Securities	Financial Covenants*	Negative Pledge*
<p><b>Agree to replace/amend existing securities with Options A/B/C/D</b></p>	<p><b>Agree to remove financial covenants</b></p> <ul style="list-style-type: none"> <li>Consolidated Tangible Net Worth &gt;US\$250mil</li> <li>Consolidated Total Borrowings : Consolidated Tangible Net Worth &lt; 2:1</li> <li>Consolidated Secured Debt : Consolidate Total Asset &lt; 0.6:1</li> <li>EBITDA : Interest Expense &gt; 3.5:1</li> </ul>	<p><b>ER 1:</b> Agree to amend negative pledge to allow unencumbered assets to be given as security for Refinancing purposes</p> <p><b>ER2:</b> Agree to remove negative pledge</p>

\* Series 008 Securities do not have any existing Financial Covenants/Negative Pledge



### If ER1 fails for any of the Series:

- ✓ **The SAME terms for ER1 will be offered to Series 003-007 and similar terms to Series 008; there will be no change of terms**
- ✓ **ALL Series need to vote to pass ER1 because**



- ✗ Group will be unable to complete the refinancing
- ✗ Likely to go into default and/or insolvency
- ✗ Securityholders will not be able to get their coupon/principal payment in full
- ✗ Expected return will be minimal
- ✗ This is the worst case scenario for all
- ✗ Please refer to Risk Factors section in the CSS



## Series 003 – 007 : Options A & B

	Option <b>A</b> New Series A Straight Bond of 7 years	Option <b>B</b> New Series B Convertible Bond of 6 years
Principal Repayment	In full	In full
Coupon Rates	0.25% p.a., paid semi-annually	0.25% p.a., paid semi-annually
Redemption Premium	6%	N.A.
Additional Redemption Premium	% increase to Redemption Premium*	N.A.
Early Redemption	Callable after 5 years, with Additional Redemption Premium	Callable if <10% of bonds remain outstanding, at par
Conversion Period	N.A.	5 years
Covenants	To lift	To lift

\*Based on the percentage increase in share price from (i) the higher of the 30-day forward VWAP after the Series A Bonds issue date and S\$0.2763; and (ii) the 30-day historical VWAP as at the 15th day before the redemption date. For example, if the share price increases from S\$0.2800 to S\$0.5600, total Redemption Premium will increase from 6% to 12%.

Option <b>B</b>	Early Conversion Pricing + Bonus Warrants Convert on or before 60 days after the Series B Bonds issue date	Convert after 60 days but on or before the sixth month after such issue date	Convert after the sixth month after such issue date
Conversion Price	<b>S\$0.2487</b> 10% discount to initial Conversion Price	<b>S\$0.2763 (Minimum Conversion Price)</b> No discount to initial Conversion Price	Conversion Price is reset every six months**.
Bonus Warrants	<ul style="list-style-type: none"> <li>To get the bonus warrants, Series B Bonds must be converted in tranches of S\$50,000</li> <li>50,000 Warrants for every S\$50,000 Series B Bonds converted</li> </ul>	<ul style="list-style-type: none"> <li>To get the bonus warrants, Series B Bonds must be converted in tranches of S\$50,000</li> <li>25,000 Warrants for every S\$50,000 Series B Bonds converted</li> </ul>	
Exercise Price of Warrants	<ul style="list-style-type: none"> <li>Each Warrant provides the holder the right to subscribe for one Share</li> <li>S\$0.2763 per Warrant (10% discount to six-month VWAP)</li> <li>Exercisable within 24 months after Series B Bonds issue date</li> </ul>		

\*\* Higher of the six-month VWAP prior to each Conversion Price Reset Date or the Minimum Conversion Price.



## Series 008 : Options C & D

	Option <b>C</b> New Series C Straight Bond of 10 years	Option <b>D</b> Amended Series 008 Convertible Perpetual Securities
Principal Repayment	In full	In full
Coupon Rates	0.25% p.a., paid semi-annually	0.25% p.a., paid semi-annually
Step – up Coupon	N.A.	1% per annum after 7 years
Redemption Premium	7.5%	N.A.
Additional Redemption Premium	% increase to Redemption Premium*	N.A.
Early Redemption	Callable after 5 years, with Additional Redemption Premium	Callable after 7 years, at par
Conversion Period	N.A.	4 years
Covenants	To lift	To lift

\*Based on the percentage increase in share price from (i) the higher of the 30-day forward VWAP after the Series C Bonds issue date and S\$0.2763; and (ii) the 30-day historical VWAP as at the 15th day before the redemption date. For example, if the share price increases from S\$0.2800 to S\$0.5600, total Redemption Premium will increase from 7.5% to 15%.

Option <b>D</b>	Early Conversion Pricing + Bonus Warrants Convert on or before 60 days after the Series 008 Securities amendments effective date	Convert after 60 days but on or before the sixth month after such effective date	Convert after the sixth month after such effective date
Conversion Price	<b>S\$0.2487</b> 10% discount to initial Conversion Price	<b>S\$0.2763 (Minimum Conversion Price)</b> No discount to initial Conversion Price	Conversion Price is reset every six months**
Bonus Warrants	<ul style="list-style-type: none"> <li>To get the bonus warrants, Series 008 Securities must be converted in tranches of S\$50,000</li> <li>50,000 Warrants for every S\$50,000 Series 008 Securities converted</li> </ul>	<ul style="list-style-type: none"> <li>To get the bonus warrants, Series 008 Securities must be converted in tranches of S\$50,000</li> <li>25,000 Warrants for every S\$50,000 Series 008 Securities converted</li> </ul>	X
Exercise Price of Warrants	<ul style="list-style-type: none"> <li>S\$0.2763 per Warrant (10% discount to six-month VWAP)</li> <li>Exercisable within 24 months after Series 008 Securities amendments effective date</li> </ul>		

\*\* Higher of the six-month VWAP prior to each Conversion Price Reset Date or the Minimum Conversion Price.



## Revised Proposal for Series 003 – 007

Option A	Original Proposal	Revised Proposal
Tenure	7 years	7 years
Interest Rates	0.25% p.a., paid semi-annually	0.25% p.a., paid semi-annually
Redemption Premium	5%	6%
Additional Redemption Premium	None	<ul style="list-style-type: none"><li>Based on the percentage increase in share price from (i) the higher of the 30-day forward VWAP after the Series A Bonds issue date and S\$0.2763; and (ii) the 30-day historical VWAP as at the 15th day before the redemption date.</li><li>For example, if the share price increases from S\$0.2800 to S\$0.5600, total Redemption Premium will increase from 6% to 12%.</li></ul>
Consent Fee	None	6,000 shares for consent received by 15 Nov 2017 (for every S\$250,000)
Accrued Interest*	Paid via interest notes redeemable at maturity, at par	Paid via interest notes redeemable at maturity, at par
Covenants	To be lifted	To be lifted
Warrant Proceeds Account	No	Yes

\* From and including the immediately preceding Interest Payment Date to but excluding the date the first of any of the ER1 of any series is passed.



## Revised Proposal for Series 003 – 007

Option B	Original Proposal	Revised Proposal
Tenure	6 years	6 years
Interest Rates	0.25% p.a., paid semi-annually	0.25% p.a., paid semi-annually
Conversion Price	6-month VWAP - S\$0.307 (3 months VWAP reset)	10% discount to 6-month VWAP - S\$0.2763 (6 months VWAP reset)
Conversion Period	5 Years	5 Years
Earlybird Conversion Discount	None	Convert on or before 60 days: 10% discount to Initial Conversion Price - S\$0.2487
Earlybird Conversion Warrants	None	<ul style="list-style-type: none"> <li>• Convert on or before 60 days: 50,000 warrants for every S\$50,000 converted</li> <li>• Convert after 60 days but before 6 months: 25,000 warrants for every S\$50,000 converted</li> <li>• Exercise Price: S\$0.2763</li> <li>• Exercise period: 24 months after bond issue</li> </ul>
Early Consent Fee	None	6,000 shares for consent received by 15 Nov 2017 (for every S\$250,000)
Accrued Interest*	Paid via share issue at S\$0.2763 per share	Paid via share issue at S\$0.2763 per share
Covenants	To be lifted	To be lifted
Warrant Proceeds Account	No	Yes

\* From and including the immediately preceding Interest Payment Date to but excluding the date the first of any of the ER1 of any series is passed.



## Revised Proposal for Series 008

Option C	Original Proposal	Revised Proposal
Tenure	10 years	10 years
Interest Rates	0.25% p.a., paid semi-annually	0.25% p.a., paid semi-annually
Redemption Premium	6%	7.5%
Additional Redemption Premium	None	<ul style="list-style-type: none"><li>Based on the percentage increase in share price from (i) the higher of the 30-day forward VWAP after the Series C Bonds issue date and S\$0.2763; and (ii) the 30-day historical VWAP as at the 15th day before the redemption date.</li><li>For example, if the share price increases from S\$0.2800 to S\$0.5600, total Redemption Premium will increase from 7.5% to 15%.</li></ul>
Consent Fee	None	6,000 shares for consent received by 15 Nov 2017 (for every S\$250,000)
Accrued Interest*	Paid via notes redeemable at maturity, at par	Paid via notes redeemable at maturity, at par
Covenants	Not Applicable	Not Applicable
Warrant Proceeds Account	No	Yes

\* From and including the immediately preceding Interest Payment Date to but excluding the date the first of any of the ER1 of any series is passed.



## Revised Proposal for Series 008

Option D	Original Proposal	Revised Proposal
Tenure	N.A	N.A
Interest Rates	0.25% p.a., paid semi-annually	0.25% (step-up of 1% p.a. every year from the 7th year)
Conversion Price	6-month VWAP - S\$0.307 (3 months VWAP reset)	10% discount to 6-month VWAP - S\$0.2763 (6 months VWAP reset)
Conversion Period	3 Years	4 Years
Earlybird Conversion Discount	None	Convert before 60 days: 10% discount to Initial Conversion Price - S\$0.2487
Earlybird Conversion Warrants	None	<ul style="list-style-type: none"> <li>• Convert on or before 60 days: 50,000 warrants for every S\$50,000 converted</li> <li>• Convert after 60 days but before 6 months: 25,000 warrants for every S\$50,000 converted</li> <li>• Exercise Price: S\$0.2763</li> <li>• Exercise period: 24 months after Series 008 Securities amendments effective date</li> </ul>
Consent Fee	None	6,000 shares for consent received by 15 Nov 2017 (for every S\$250,000)
Accrued Distribution*	Paid via share issue at S\$0.2763 per share	Paid via share issue at S\$0.2763 per share
Covenants	Not Applicable	Not Applicable
Warrant Proceeds Account	No	Yes

\* From and including the immediately preceding Interest Payment Date to but excluding the date the first of any of the ER1 of any series is passed.



## **Merits of the Proposal**





## Merits of the Proposal



### What Does It Mean For You?



**No hair cut. We endeavour to preserve value for all**



**FLEXIBILITY of WHETHER to convert, WHEN to convert & HOW MUCH to convert**



#### Enhanced Liquidity

- The new Series A and B bonds could be bigger in size compared to individual Series and could potentially attract more institutional interest



#### Early Conversion Bonus (for options B and D)

- 10% discount to the initial Conversion Price (from S\$0.2763 to S\$0.2487)
- Bonus warrants



#### Sharing of Upside

##### Option B and D (Convertible Securities)

Convert and share in the potential upside of the company

##### Option A and C (Straight Bonds)

Additional Redemption Premium if share price improves



#### Enhanced Bond Value

- Convertibility may enhance the intrinsic value of each Series B bond and amended Series 008 securities.



#### Consent Fee

If you submit your vote FOR BOTH Resolutions 1 AND 2\* by 15 November 2017, 5.00 p.m., and Resolution 1 is passed and other Settlement Conditions met, you qualify to receive 6,000 shares (for every \$250k securities).

\* Series 008 : Vote for Resolution 1 by the Early Consent Deadline to get the Consent Fee



# Consent Fee



## Consent Fee

### Appendix B – Voting Instruction Form

Voting Instruction  
to Meeting Agent in respect  
of Extraordinary Resolution  
No. 1

Voting Instruction  
to Meeting Agent in  
respect of Extraordinary  
Resolution No. 2



**IN FAVOUR**  
(indicate with a  
✓)



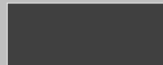
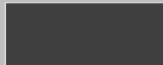
**AGAINST**  
(indicate with a  
✗)



**IN FAVOUR**  
(indicate with a  
✓)



**AGAINST**  
(indicate with a  
✗)



If you submit your vote FOR BOTH Resolutions 1 AND 2\* by 15 November 2017, 5.00 p.m., and Resolution 1 is passed, you qualify to receive 6,000 shares (for every \$250k securities).

\* Series 008 : Vote for Resolution 1 by the Early Consent Deadline to get the Consent Fee

### Payment of Consent Fee is Conditional upon:

- ✓ Securityholders passing Extraordinary Resolution 1 in relation to such Series of Securities;
- ✓ Shareholders passing Shareholders' Extraordinary Resolution(s);
- ✓ Lifting of suspension from trading of securities on SGX-ST;
- ✓ Securityholders delivering to Meeting Agent completed Voting Instruction Form as per Consent Deadline of 15 November 2017, 5pm.



## Consent Fee Payment

### Option A & C

For Securityholders electing Option A & C

### Option B & D

For Securityholders electing Option B & D

**Mode of receiving the Consent Fee of 6,000 Shares, assuming the Settlement Conditions are met**

- Consent Fee Shares will be sold and proceeds after deduction of all expenses and taxes will be distributed to you within **10 business days** from lifting of trading suspension.

- Consent Fee Shares will be credited into the CDP account within **10 business days** from lifting of trading suspension.



# Completing Your Voting Form (Series 003 – 007, Appendix B)

Appendix B			
Voting Instruction to Meeting Agent in respect of Extraordinary Resolution No. 1		Voting Instruction to Meeting Agent in respect of Extraordinary Resolution No. 2	
IN FAVOUR (indicate with a ✓)	AGAINST (indicate with a ✗)	IN FAVOUR (indicate with a ✓)	AGAINST (indicate with a ✗)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>



**Qualify for Consent Fee if Voting Instruction Form is filled in as in example shown below and submitted before Early Consent Deadline (indicated below).**

1

- 1** Vote will be cast as in favour of No. 1 and No. 2
- Vote will be cast as in favour of No. 1 and abstain from No. 2
- Vote will be cast as in favour of No. 1 and against No. 2
- Vote will be cast as against No. 1 and in favour of No. 2
- Vote will be cast as against No. 1 and against No. 2
- Vote will be cast as abstain from No. 1 and in favour of No. 2
- Vote will be cast as abstain from No. 1 and against No. 2



## Important Deadlines

Series	Forms to reach Meeting Agent* by the date and time below:		
	Early Consent Deadline**	Submission of Voting Instruction Form **	Meeting
003	15 November 2017 5.00 p.m.	18 November 2017, 9.00 a.m.	20 November 2017 9.00 a.m.
004	15 November 2017 5.00 p.m.	18 November 2017, 9.30 a.m.	20 November 2017 9.30 a.m.
005	15 November 2017 5.00 p.m.	18 November 2017, 10.00 a.m.	20 November 2017 10.00 a.m.
006	15 November 2017 5.00 p.m.	18 November 2017, 10.30 a.m.	20 November 2017 10.30 a.m.
007	15 November 2017 5.00 p.m.	18 November 2017, 11.00 a.m.	20 November 2017 11.00 a.m.
008	15 November 2017 5.00 p.m.	19 November 2017, 11.30 a.m.	20 November 2017 11.30 a.m.

\* Meeting Agent: Tricor Singapore Pte. Ltd.

\*\* If you are holding your securities through banks, you may need to submit your votes to them before this timing for their consolidation. Please check with your banks.



## Casting Your Vote (Instructions and Submissions)

How are  
your  
securities  
held?



Direct  
with CDP

How you can submit your  
vote



A) Not Voting in Person

Consent Fee: Voting Instruction Form  
must reach Meeting Agent by: 15  
November 2017, 5.00 pm



B) Voting in Person

- Consent Fee does not apply to voting in person.
- Proxies will vote at their discretion.

**In ALL cases, you must:**

- Complete and submit the Voting Instruction Form (refer to the back for the Important Deadlines) to the Meeting Agent, Tricor Singapore Pte. Ltd.
- If you are unsure of how to fill in the Voting Instruction Form, please contact us at **+65 6715 1398**.



Through  
a Bank

**Please contact your bank to submit your vote on your behalf**

**As your banks will require time to consolidate all the votes, the deadline for submission of votes to qualify for the Consent Fee will be earlier than 15 November 2017. Please contact your bank for more information.**



**Questions Received**



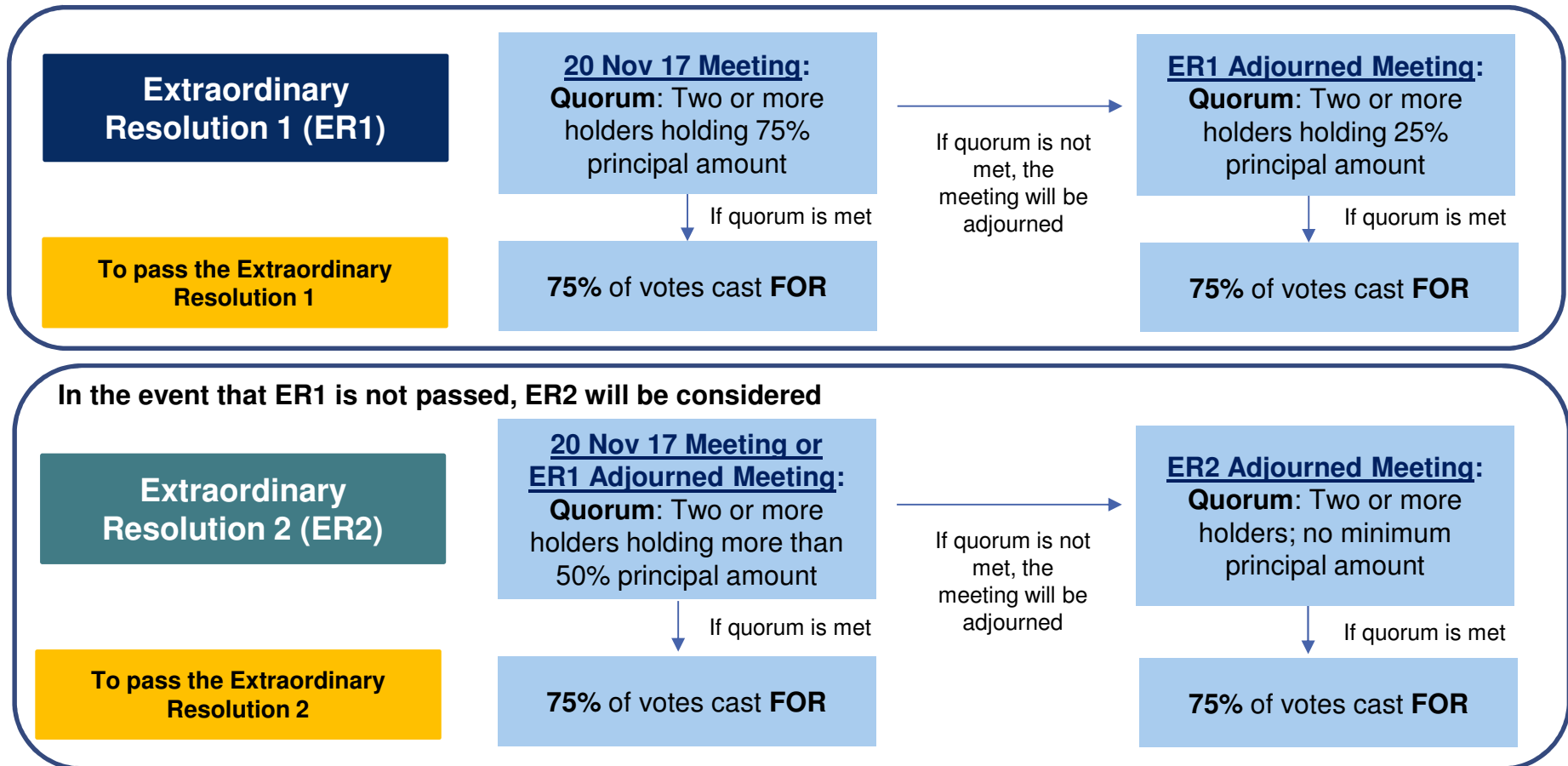


## **What if any Series of Securities does not pass Extraordinary Resolution No. 1?**

- ◉ The Refinancing Conditions of the Consent Solicitation Exercise will not be fulfilled.
- ◉ The conditions for the proposed amendments to the terms and conditions of each Series of Securities will not be met.
- ◉ The secured lenders will likely not complete the refinancing of the Group's existing loan facilities nor advance any monies under the New RCF.
- ◉ The Group may default on the Securities and on all or substantially all of its other existing indebtedness.
- ◉ It is unclear whether securityholders will be able to recover any or all of their investments in the Securities in such circumstances.
- ◉ Please refer to the Risk Factors – 1) Risks if the relevant Extraordinary Resolution and the Shareholders Extraordinary Resolutions (s) are Not Passed in the CSS for more detail.



## What is required to pass the Resolutions?





## Which Option is Better? Option A or B / Option C or D?

- The Group understands that some of the securityholders may be unable to hold convertible instruments (Option B and Option D).
- Option A and Option C allow for redemption of principal in full plus a redemption premium at maturity.
- Option B and Option D allow for conversion into Ezion's shares and allow the securityholders to convert and share any upside of the Group.



## Is there any hair cut?

---

- ◉ There is no hair cut to all the securities.
- ◉ For Options A and C a redemption premium is payable upon maturity in addition to your principal.
- ◉ For Option B, principal is payable upon maturity.
- ◉ Option D is a perpetual security and there is no maturity.
- ◉ Securityholders who elect for Option B or Option D may convert and sell shares.



## Why is the coupon rate reduced to 0.25%?

- ◉ This significant reduction of interest is essential to bring the level of debt to a sustainable level for the company to survive.
- ◉ The secured lenders have agreed in principle to cut their interest rates substantially. The Group needs the support of all stakeholders and are requesting the securityholders' support to reduce coupon rate.
- ◉ The Group has incorporated the redemption premium (Options A and C) and the convertibility option (Options B and D) to allow securityholders to share the upside.
- ◉ The Group seeks the securityholders' understanding that this is a necessary step for the Group's survival.



## **What if I support the Group and voted for ER1 but end up with a worse off deal compared to those who hold out?**

- ◉ The successful completion of the refinancing of the Securities is a condition precedent to access the refinanced facilities that the secured lenders have given in-principle approval for.
- ◉ If ER1 is not passed for any of the series, the refinancing of the Securities will not be effective.
- ◉ The same terms will be offered to all series of securities (i.e. there will not be any instances whereby one group of securityholder is getting 0.25% coupon whereas another group is having their original coupon rate).
- ◉ All Series will have to support the refinancing of the Securities together.



## **How are securityholders protected if we agree to waive the covenants?**

- ◉ There are still Event of Defaults clauses in all new bonds issued (e.g. non-payment of coupons / principal, cross-default, insolvency, non-compliance with its obligations under the Refinancing Bonds Trust Deed etc.).
- ◉ Please refer to the Terms and Conditions of the respective series of new bonds for more information.



## **Why are the unencumbered assets not assigned to the Securityholders as collateral?**

- ◉ The secured lenders have requested for unencumbered assets (with estimated net realisable value of US\$20million) to be given as security for a new working capital line of up to US\$100m.
- ◉ Holders of the Refinancing Bonds will have the benefit of a negative pledge in respect of Capital Markets Indebtedness.
- ◉ There is a separate limited negative pledge over the warrant proceeds account into which proceeds from the exercise of Warrants (2018-Securityholders) must be deposited.





## **Will the company go bankrupt if the court votes in favour of the law suit by Series 009?**

- ◉ Series 009 is credit-wrapped by DBS. If the redemption option is triggered, DBS is the committed funding provider.
- ◉ The Group has filed an application to strike out the originating summons by the Series 009 Noteholder.



## **Will Series 007 then be triggered? In this case should Series 007 hold out?**

- ◉ If the court rules that a suspension of trading triggers the put option, the Series 007 put option will be triggered as well.
- ◉ However, Series 007 is not backed by any committed funding provider and if the Group fails to redeem 007 when the Delisting Put Option is exercised, there will be an Event of Default.
- ◉ All the series of securities will have to work together to approve the refinancing of the Securities.
- ◉ The Group has added the Delisting Put Option to all the Refinancing Bonds as well as the Amended Series 008 securities (Option A, B, C and D).



---

## **What happens if the Company does not pay the upcoming coupon for Series 003?**

- ◉ The next coupon payment for Series 003 will be on 22 November 2017.
- ◉ There is a grace period of three days.
- ◉ Non payment of coupon will result in an Event of Default for the Group.
- ◉ The funds for coupon payments will have to come from the secured lenders.
- ◉ The Group is still waiting for the secured lenders' response with regards to the upcoming coupon payments of the original securities.



## What are the main terms of the Supplemental Consent Solicitation Statement?

### Supplemental Consent Solicitation Statement

#### 1. Inter-conditionality

Ezion will

- (a) exchange the existing securities for the new securities and
- (b) amend the Series 008 securities, only if among other conditions, all the following refinancing conditions are satisfied:
  - Holders of all series of securities pass Extraordinary Resolution No. 1;
  - All secured bank lenders agree to the refinancing; and
  - Shareholders pass the Shareholders' Extraordinary Resolution

If any of the above conditions are not satisfied by 31 March 2018:

- (a) the new securities will not be issued and
- (b) the Series 008 securities will not be amended and the terms of the existing securities will continue to apply.

#### 2. Negative Pledge

Ezion will not use its assets to secure any Capital Market Indebtedness

#### 3. Warrant Proceeds Amount

Ezion may use up to 80% of the funds on deposit to make payments related to the new securities or the amended Series 008 securities



**Q&A**



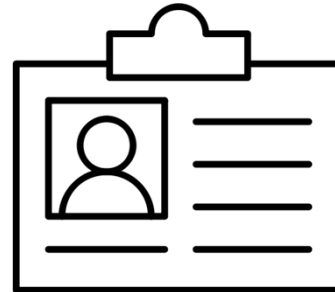
## Q&A

Please state your name before asking your question

1



2





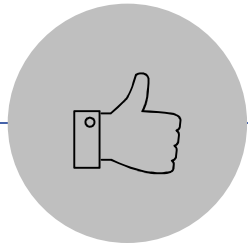
## Informal Clinic Sessions

### Details of Informal Clinic Sessions

The Company will be holding a series of informal clinics with Securityholders to address any queries which Securityholders may have for the CSE

<b>Date</b>	6 November 2017 (Monday) to 14 November 2017 (Tuesday)
<b>Frequency</b>	Daily sessions, excluding weekends
<b>Time</b>	7.00pm to 9.00pm
<b>Venue</b>	8 Wilkie Road, #03-08 Wilkie Edge, Singapore 228095
<b>Registration</b>	Securityholders are required to register 48 hours before their preferred timing. Please refer to the SGX announcement “Ezion_Ann_241017_Third Informal Meeting and Informal Clinics” for the registration details.

*If you have any questions or require further assistance with respect to the CSE or the Informal Clinics, please feel free to drop us an email at [ezion\\_seriesnotes\\_SNJ@RSMSingapore.sg](mailto:ezion_seriesnotes_SNJ@RSMSingapore.sg) or give us a call at +65 6715 1398.*



# Contact Info

## RSM Corporate Advisory

Partner in Charge : Chio Kian Huat

Contact Persons : Yap Jie Hui  
Charles Lin  
Lester Phua  
Melissa Lim  
Trisha Ng  
Edmund Ng

## Email Us

[ezion\\_seriesnotes\\_SNJ@RSMSingapore.sg](mailto:ezion_seriesnotes_SNJ@RSMSingapore.sg)

## Call Us

+65 6715 1398