



RAMBA ENERGY LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200301668R)

APPLICATION FOR WAIVER FROM COMPLIANCE WITH LISTING RULE 1014 TO SEEK PRIOR SHAREHOLDERS' APPROVAL FOR THE PROPOSED FARM-OUT OF A NET 20% PARTICIPATING INTEREST IN THE LEMANG PRODUCTION SHARING CONTRACT ("THE PROPOSED TRANSACTION")

Unless otherwise specified herein or where the context otherwise requires, capitalised terms used in this announcement shall bear the same meaning ascribed to them in the announcements released by the Company on 7 September 2015 and 5 October 2015 in relation to the Proposed Transaction (the "Announcements").

1. INTRODUCTION

Further to the Announcements, the Board of Directors (the "**Board**") of Ramba Energy Limited (the "**Company**") had on 13 October 2015 made an application to the SGX-ST seeking waiver from the requirements of Rule 1014(2) of the Listing Manual which requires the Proposed Transaction to be conditional upon the approval of the Shareholders (the "**Application**").

2. THE APPLICATION

2.1. The Application was made on the following grounds:

- (i) The Proposed Transaction is in the ordinary course of business of an oil and gas exploration and production company, and will not result in a material change to the nature of the Company's core business
 - (a) Hexindo will still retain a 31% participating interest in the Lemang PSC and will remain as the operator after the Proposed Transaction.
 - (b) The Company's core business of oil and gas exploration and production comprises not only its participating interest in the Lemang oil and gas block, but also its 100% and 70% participating interests in the West Jambi and Jatirarangon oil and gas blocks respectively. Of these three (3) blocks, only the Jatirarangon block is currently producing oil and gas. The Proposed Transaction will not change the nature of the Company's core business, which is oil and gas exploration and production.
- (ii) There will be no material change to the risk profile of the Company arising from the Proposed Transaction
 - (a) The Proposed Transaction does not concern the disposal of an existing income-generating or cash flow-generating asset. Currently, the Lemang block is still in the exploration and appraisal stage with no production of oil and gas. The Proposed Transaction is merely the sharing of the right of a participating interest in the Lemang PSC.

- (b) The Proposed Transaction has the beneficial effect of reducing the future operational, commercial and financial risks faced by the Company as well as balancing the reward from any potential future discoveries of oil and gas at the Lemang block.
- (iii) The Proposed Transaction enhances the Company's ability to manage its future risks and strengthens financial and capital resources while realising value for its shareholders
 - (a) The Farm-in Partner will be seconding its technical personnel to commence work at the Lemang block after the completion of the Proposed Transaction. This arrangement would benefit the Company as there will be a transfer of technical knowledge and experience from the Farm-in Partner's technical personnel to the Company.
 - (b) The Proposed Transaction allows the Company to realise value for its shareholders. The Company's effective 41% participating interest through Hexindo in the Lemang PSC was acquired for US\$7,000,000. Therefore, the price of up to US\$102,600,000 that a Farm-in Partner is now willing to pay for a 20% participating interest in the Lemang PSC represents a huge realisation of value for the Company's shareholders.
 - (c) The Proposed Transaction will have a positive balance sheet impact on the Group, especially in their net tangible assets, net working capital and cash position.

2.2. The Company has obtained a confirmation by KPMG, the Company's independent financial adviser, that the Board's opinion and the basis for stating that the Proposed Transaction will have no material change to the nature of the Company's core business or to its risk profile, have been stated after due and careful enquiry.

3. RESPONSE FROM SGX-ST

- 3.1. In a letter dated 14 January 2015, the SGX-ST has informed the Company that based on the Company's submissions and representations to SGX-ST, including but limited to the Board's opinion that there will be no material change in the risk profile of the Company arising from the Proposed Transaction, the Proposed Transaction would not be subject to compliance with Rule 1014 of the Listing Manual to seek prior shareholder's approval, subject to the following,
- (i) Unanimous approval by the directors of the Company of the Proposed Transaction;
 - (ii) Submission of the written undertaking from the Company that it will seek shareholders' ratification of the Proposed Transaction at an extraordinary general meeting ("**EGM**") to be convened as soon as practicable and not later than 30 April 2016;
 - (iii) Submission of written undertakings from shareholders representing at least 50.5% in the issued share capital of the Company, to (i) vote in favour of the Proposed Transaction; and (ii) not dispose of the whole or part of their shares in the Company before the date of the EGM;
 - (iv) The Company announcing the waiver granted, the reasons for seeking the waiver and the conditions as required under Listing Rule 107; and
 - (v) Submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company.

The Company will be obtaining and/or providing the necessary undertakings as set out above and will make such further announcements to inform shareholders of any updates or developments arising from the Proposed Transaction in due course.

Oil and gas exploration is an expensive, high-risk operation. Shareholders are therefore advised to exercise caution when dealing in the shares of the Company, and should consult their legal, financial tax and other professional advisers if they have any doubt as to the action to take.

By Order of the Board of
RAMBA ENERGY LIMITED

Tan Chong Huat
Non-Executive Chairman
15 January 2016