



SBI Offshore Limited

(Incorporated in the Republic of Singapore on 1 October 1994)
(Company Registration Number: 199407121D)

APPOINTMENT OF ADDITIONAL DIRECTORS

1. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board of Directors (the “**Board**”) of SBI Offshore Limited (“**SBI**” or the “**Company**”) together with its subsidiaries, the “**Group**”) wishes to announce the appointment of the following persons (“Additional Directors”) as Independent Non-Executive Directors of the Company with effect from 14 September 2016:

- Mr James Kho Chung Wah (“Mr Kho”)
- Mr Mark Edward Pawley (“Mr Pawley”)
- Mr Ling Yew Kong (“Mr Ling”)
- Mr Lawrence Kwan Hon Kay (“Mr Kwan”)

Each of them is considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited. The Board deems it not necessary to change the existing Board committees at this moment.

The details of Mr Kho, Mr Pawley, Mr Ling and Mr Kwan as required under Rule 704(6) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited is contained in a separate announcement released today.

The Nominating Committee had interviewed all the above Additional Directors and was satisfied with their experience, qualifications and independence. The Nominating Committee is confident that they will contribute positively to the development of the Group.

Whilst the Board had previously thought that the addition of one or two Directors should be adequate, the gravity and implications of the PwC NPT Findings that was announced on 10 September 2016 makes it imperative for the Board now to introduce a larger number of new and independent Directors who were previously uninvolved with the Company.

The Additional Directors, all of whom have no previous association with the Company, will lead the investigations into the findings and the grave and very serious implications arising from the PwC NPT Findings, as well as actions and other steps by the Company, as may be necessary to recover properties and moneys (if any), to seek redress for and/or enforce against breaches of duties (if any), and generally to protect the Company's interests.

The Additional Directors will, together with other Directors, also spearhead further investments and businesses of the Company and the Group, with the view to further advancing the Group's business interests.

The Board of Directors is of the view that the appointment of each of these Additional Directors is in the best interests of the Company and the Group.

2. RECONSTITUTION OF THE BOARD

Subsequent to the above with effect from 14 September 2016, the Board of Directors comprised of the following members:

Board of Directors

Mr Mirzan Bin Mahathir – Non-Executive Non-Independent Chairman
Mr Chan Lai Thong - Executive Director and Chief Executive Officer
Mr Basil Chan - Lead Independent Director
Mr Ahmad Subri Bin Abdullah - Independent Director
Mr Mahtani Bhagwandas - Independent Director
Mr James Kho Chung Wah - Independent Director
Mr Mark Edward Pawley - Independent Director
Mr Ling Yew Kong - Independent Director
Mr Lawrence Kwan Hon Kay - Independent Director

By order of the Board

Amy Soh Wai Ling
Chief Financial Officer

15 September 2016

This announcement has been prepared by the Company and its contents (excluding the views and representations of the Nominating Committee and the Board in relation to the Additional Directors and the views of the Board in relation to the Board size) have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

The appointment of Additional Directors was approved by the Board prior to the completion of the Sponsor's assessment of their suitability as required by Catalist Rule 226(2)(d) and Practice Note 2C(5)(a) of the Catalist Rules ('Sponsor Assessment'). This review is currently in progress and the Company will only update shareholders if there are any material adverse findings subsequent thereto.

As requested by the SGX-ST, each Additional Director will provide the SGX-ST with the form of undertaking as set out in Appendix 7H of the Catalist Rules and an undertaking to step down from the Board in the event that the results of the Sponsor Assessment on him is not satisfactory.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.