



SBI Offshore Limited

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

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- (I) **MONTHLY VALUATION OF ASSETS AND UTILISATION OF CASH FOR THE MONTH OF DECEMBER 2019; AND**
- (II) **QUARTERLY UPDATE OF MILESTONES IN OBTAINING A NEW BUSINESS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2019**
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The board of directors (the “**Board**” or “**Directors**”) of SBI Offshore Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce the following pursuant to Rule 1017(1)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”):-

(I) **Monthly Valuation of Assets and Utilisation of Cash**

- (a) The Group’s assets and liabilities as at 31 December 2019 were as follows:-

	US\$’000
<u>Assets</u>	
Cash and cash equivalents ⁽¹⁾	14,586
Other receivables	148
Plant and equipment	11
Intangible assets	1
Total assets	<u>14,746</u>
Less:-	
<u>Liabilities</u>	
Other payables	1,345
Deferred tax liabilities	4
Total liabilities	<u>1,349</u>
Net Assets	<u>13,397</u>

- (b) The Company’s utilisation of cash in the month of December 2019 was as follows:-

	US\$’000
Opening cash and cash equivalents	14,623
Receipts:-	
- Interest income	12
- Other receivables	14
Payments:-	
- Staff costs and related expenses ⁽²⁾	(99)
- Professional fees ⁽³⁾	(3)
- Other expenses	(1)
	<u>14,546</u>
Effect of foreign exchange rate changes on cash and cash equivalents ⁽⁴⁾	40
Closing cash and cash equivalents⁽¹⁾	<u>14,586</u>

Notes:-

- (1) Cash and cash equivalents include approximately US\$14,145,000 (comprising the escrowed amount of US\$10,228,144, S\$1,112,225.66 and RMB20,972,195.40 as well as interest earned on the respective escrow accounts) placed in escrow accounts pursuant to Rule 1017(1)(a) of the Catalist Rules. Please refer to the Company's announcements dated 1 March 2019, 6 June 2019 and 30 July 2019 for further information on the Company becoming a cash company as defined under Rule 1017 of the Catalist Rules as well as updates on the establishment of the respective escrow accounts in Singapore and China.
- (2) Staff costs and related expenses include, *inter alia*, staff costs and payment of premiums in respect of Directors and Officers Liability Insurance.
- (3) Professional fees include, *inter alia*, corporate secretarial fees, tax agent fees and legal fees.
- (4) The foreign exchange difference arose mainly from translation of balances or transactions denominated in Singapore Dollar and Chinese Renminbi.

All figures set out in this announcement have **not** been reviewed or audited by the Company's auditors.

(II) Quarterly Update of Milestones in Obtaining a New Business

*The Board refers to the Company's announcements dated 20 February 2019, 30 May 2019, 4 June 2019, 18 July 2019 and 17 October 2019 in relation to the proposed acquisition of the entire issued and paid-up share capital of (i) Berlitz Offshore Limited, (ii) Berlitz Marine Pte. Ltd, (iii) Berlitz Continental Pte. Ltd., (iv) Berlitz Services Pte. Ltd., (v) Bes Sincere Pte. Ltd., (vi) Bes Savvy Pte. Ltd., (vii) Bes Solar Pte. Ltd., (viii) Bes Sparkle Pte. Ltd., (ix) Bes Regent Pte. Ltd., (x) Bes Power Pte. Ltd., (xi) Blue Ocean Services K Co Ltd, and (xii) Bes Trust Pte. Ltd. (the "**Proposed Acquisition**"). Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings ascribed to them in the Company's announcement dated 30 May 2019.*

- (a) On 16 October 2019, the Company submitted an application to the Securities Industry Council ("**SIC**") for an extension of time to obtain Shareholders' approval for the Whitewash Resolution ("**Application**"). The SIC had, on 6 November 2019, declined the Application and informed the Company that it should reapply when it is certain that there will be no changes to the terms of the Proposed Acquisition and it is in a position to seek the Whitewash Resolution within three (3) months of SIC's grant of the Whitewash Waiver. The Company intends to make such reapplication in due course and the Board will keep Shareholders updated on any developments in this regard.
- (b) On 30 October 2019, the Company submitted a pre-clearance letter to the SGX-ST (via the Company's financial adviser in respect of the Proposed Acquisition), to seek concurrence from the SGX-ST that there are no issues which will have any material adverse impact on the suitability of the enlarged group pursuant to the Proposed Acquisition to be listed on the Catalist ("**Pre-clearance**"). The Company has not received clearance from the SGX-ST on the Pre-clearance. The Company is currently working with the professionals to conduct the necessary due diligence on the Target Companies and will update Shareholders on the developments in this regard and make the necessary announcements as and when appropriate.
- (c) Pursuant to Rule 1017(2) of the Catalist Rules, the SGX-ST will proceed to remove the Company from the Official List of the SGX-ST if the Company is unable to meet the requirements for a new listing within 12 months (i.e. 29 February 2020) ("**Deadline**") from the time it becomes a Cash Company. Further, pursuant to Rule 1017(2) of the Catalist Rules, an issuer may (through its sponsor) apply to the SGX-ST for a maximum 6-month extension to the 12-month period if it has already signed a definitive agreement for the acquisition of a new business, of which the acquisition must be completed in the 6-month extension period. The extension is subject to the issuer providing information to investors on its progress in meeting key milestones in the transaction.

The Company will (through its sponsor) apply to the SGX-ST for a 6-month extension from the Deadline (i.e. 31 August 2020) (“**Extension Application**”) in view of the ongoing process of due diligence on the Target Companies and seeking Pre-clearance from the SGX-ST.

- (d) The Company, together with its appointed advisors are currently in the midst of conducting the necessary due diligence on the Target Companies in respect of the Proposed Acquisition. Barring unforeseen circumstances and subject to, among others, (i) satisfactory due diligence on the Target Companies in respect of the Proposed Acquisition; (ii) satisfactory Pre-consultation process with the SGX-ST; and (iii) approval from the SGX-ST on the Extension Application, the Company intends to submit the circular to Shareholders in respect of, *inter alia*, the Proposed Acquisition (“**Circular**”) to the SGX-ST (IPO Admission) and thereafter despatch the Circular to Shareholders and seek their approval on, *inter alia*, the Proposed Acquisition by 31 August 2020. The Company will update Shareholders on the developments on the Proposed Acquisition, and make the necessary announcements as and when appropriate.

Shareholders and potential investors are advised to exercise caution when trading in the Shares, as the Proposed Acquisition is subject to numerous conditions and due diligence by the Company. As such, there is no certainty or assurance that the Proposed Acquisition will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition. Shareholders are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt as to the action they should take, Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors.

By Order of the Board

Mirzan Bin Mahathir
Executive Non-Independent Chairman

16 January 2020

*This announcement has been prepared by SBI Offshore Limited (the “**Company**”) and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

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

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.