



SBI Offshore Limited

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

EXTENSION OF TIME FOR CASH COMPANY TO MEET THE REQUIREMENTS FOR A NEW LISTING PURSUANT TO RULE 1017(2) OF THE CATALIST RULES

1. INTRODUCTION

The board of directors (the “**Board**”) of SBI Offshore Limited (the “**Company**”) refers to the following announcements of the Company:

- (i) dated 1 March 2019, in relation to the notification from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) of the Company’s cash company status pursuant to Rule 1017 of the SGX-ST Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”);
- (ii) dated 30 May 2019 and 4 June 2019, in relation to the Company’s 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) Bes Trust Pte. Ltd., and (xii) Blue Ocean Services K Co Ltd. (“**Proposed Acquisition**”);
- (iii) dated 6 June 2019 and 30 July 2019, in relation to the update on the status of opening of escrow accounts; and
- (iv) dated 16 January 2020, in relation to the quarterly update of milestones in obtaining a new business pursuant to Rule 1017(1)(b) of the Catalist Rules.

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 in relation to the Proposed Acquisition.

2. REASONS FOR EXTENSION

2.1 Since 1 March 2019, the Company has been a cash company pursuant to under Rule 1017 of the Catalist Rules. Under 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 it is unable to meet the requirements for a new listing within 12 months from the time it becomes a cash company.

2.2 The financial adviser to the Proposed Acquisition, ZICO Capital Pte. Ltd. (“**Financial Adviser**”) had on behalf of the Company, applied to the SGX-ST to seek approval for a 6-month extension of time from 29 February 2020 to 31 August 2020 (“**Extended Date**”) to complete the Proposed Acquisition and meet the requirements for a new listing pursuant to Rule 1017(2) of the Catalist Rules (the “**Extension**”). The reasons for seeking the Extension are as follows:

- (i) the Company had, on 30 May 2019, signed a binding definitive agreement in respect of the Proposed Acquisition (“**SPA**”) and the long stop date of the SPA is 30 May 2020 (or such other date as mutually agreed in writing between the Company and the Vendor) or such date falling three months from the date on which the Whitewash Resolution is approved,

whichever is earlier. The Company and the Vendor are currently in discussions on an addendum to the SPA to, *inter alia*, extend the long stop date of the SPA to a date no earlier than the Extended Date;

- (ii) the Company (and/or the Target Group) had appointed key professionals (the “**Appointed Professionals**”), such as the Financial Adviser, the legal adviser to the Company and the Target Group respectively, the auditor and reporting accountant, the internal auditor and the independent valuer, in connection with the Proposed Acquisition, and the independent financial adviser in connection with the Whitewash Resolution;
- (iii) the Company had, on 30 October 2019, submitted a pre-clearance letter to the SGX-ST in connection with the Proposed Acquisition, and the Target Group, the Financial Adviser and the Appointed Professionals are currently addressing the queries received from the SGX-ST;
- (iv) due diligence by the Appointed Professionals on the Target Group is currently underway, and the Financial Adviser is not aware of any matters which will adversely impact the Enlarged Group’s suitability to list on the Catalist. The Extension will allow the Appointed Professionals to complete the ongoing necessary due diligence work;
- (v) subject to the satisfactory completion of due diligence by the Appointed Professionals, the Board believes that the Target Group can satisfy the SGX-ST’s requirements for a new listing on the Catalist;
- (vi) the Proposed Acquisition will enable the Company to meet the requirements for a new listing, and presents an opportunity for the Company to acquire a profitable and cash-generating business in the offshore marine services industry, thus enhancing Shareholders’ value; and
- (vii) the Proposed Acquisition will enable the Company to remain on the Official List of the SGX-ST instead of facing the possibility of being delisted. Accordingly, Shareholders will continue to be able to trade the shares of the Company and avail themselves of the opportunity to exit through the market and realise returns from their shareholdings.

For the reasons set out above, the Board is of reasonable opinion that Shareholders will not be prejudiced by the Extension, and should be given an opportunity to consider and decide on the merits of the Proposed Acquisition at an extraordinary general meeting to be convened.

3. GRANT OF EXTENSION

3.1 The Board wishes to announce that SGX-ST had, in its letter dated 18 February 2020 (“**Letter**”), advised that it has no objections to the Extension subject to the following:

- (a) the Company’s compliance with the SGX-ST’s continuing listing requirements;
- (b) the Company making an announcement of the Extension granted, and disclosing the reasons for it; and
- (c) regular updates via SGXNET on the Company’s progress in meeting key milestones of the Proposed Acquisition to the SGX-ST and investors.

3.2 The SGX-ST had also stated in the Letter that in the event the Company is unable to complete the Proposed Acquisition, the Company will be delisted and a cash exit offer should be made to shareholders of the Company.

- 3.3 The SGX-ST further reserves the right (i) to suspend trading of the Company's securities should the Company fail to comply with Rule 1017(2) of the Catalist Rules, taking into account the Extension granted; and (ii) to amend or vary the abovementioned confirmation as it deems fit and the abovementioned confirmation is subject to changes in the SGX-ST's policies.

4. MISCELLANEOUS

The Company shall continue to provide updates on any material developments to the SGX-ST and its shareholders via announcements to be released on the SGXNET.

5. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when trading in the Shares of the Company, as the Proposed Acquisition is subject to numerous conditions and due diligence by the Company. 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

18 February 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 Catalist.

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.