



SBI Offshore Limited

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

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- (1) CESSATION OF SHARE SALE AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION**
(2) COMPLIANCE WITH RULES 1017(2) AND 1308 OF THE CATALIST RULES
(3) CESSATION OF INTERIM CHIEF EXECUTIVE OFFICER
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1. INTRODUCTION

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

- (i) the announcement of the Company 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) the announcements of the Company dated 20 February 2019, 30 May 2019, 4 June 2019, 20 February 2020 and 11 May 2020 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) the announcements of the Company dated 6 June 2019 and 30 July 2019, in relation to the update on the status of opening of escrow accounts;
- (iv) the announcement of the Company dated 18 February 2020, in relation to the grant by the SGX-ST of an extension of time till 31 August 2020, for the Company to meet the requirements for a new listing pursuant to Rule 1017(2) of the Catalist Rules;
- (v) the announcement of the Company dated 12 August 2020, in relation to the update of milestones in obtaining a new business pursuant to Rule 1017(1)(b) of the Catalist Rules;
- (vi) the announcements of the Company dated 2 July 2020 and 4 July 2020, in relation to the appointment of Mr Mirzan Bin Mahathir (“**Mr. Mirzan**”) as the Interim Chief Executive Officer of the Company;
- (vii) the announcement of the Company dated 30 August 2020, in relation to the SGX-ST informing that review of the pre-admission notification in relation to the Proposed Acquisition would be terminated due to the reasons set out in the announcement; and
- (viii) the announcement of the Company dated 30 August 2020, in relation to the receipt of the delisting notification from the SGX-ST (“**Delisting Notification**”).

2. CESSATION AND DETERMINATION OF SHARE SALE AGREEMENT

The Board wishes to update that the long-stop date of 31 August 2020 (“**Long-Stop Date**”) under the sale and purchase agreement dated 30 May 2019 (as amended by supplemental agreements dated 20 February 2020 and 11 May 2020) between the Company and Mr. Chan Kern Miang (the “**Vendor**”) in respect of the Proposed Acquisition (“**Share Sale Agreement**”) has passed, and no agreement was made between the Company and the Vendor for a further extension of the Long-Stop Date.

The Share Sale Agreement (save for certain surviving provisions) has ceased and determined in accordance with Clause 4.5 of the Share Sale Agreement, which provides that “*Unless specifically waived by the Purchaser (to the extent capable of being waived), if any of the conditions stated in Clause 4.1 above shall not be fulfilled on or before the Long Stop Date, this Agreement (save for the Surviving Provisions) shall immediately cease and determine and neither Party shall have any claim against the other for costs, damages, compensation or otherwise, save for any claim by either Party against the other Party arising from any antecedent breach of the terms thereof.*”

The cessation and determination of the Share Sale Agreement is not expected to have any material impact on the consolidated net tangible assets or earnings per share of the Company and the Group for the current financial year ending 31 December 2020.

3. COMPLIANCE WITH RULE 1017(2) AND RULE 1308 OF THE CATALIST RULES

3.1 As the Company was not able to complete the Proposed Acquisition by 31 August 2020, accordingly, the Company is not able to satisfy the requirements for a new listing in accordance with Rule 1017(2) of the Catalist Rules.

3.2 In view of the above, the Company is required to make a cash exit offer to Shareholders (within six months) before it is delisted in accordance with Rules 1017(2) and 1308 of the Catalist Rules which are set out below:

Rule 1017(2) of the Catalist Rules stipulates that:

“The Exchange will proceed to remove an issuer from the Official List if it is unable to meet the requirements for a new listing within 12 months from the time it becomes a cash company. The issuer may (through its sponsor) apply to the Exchange 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. In the event the issuer is unable to meet its milestones, or complete the relevant acquisition despite the extension granted, no further extension will be granted and the issuer will be removed from the Official List and a cash exit offer in accordance with Rule 1308 should be made to its shareholders within 6 months.”

Rule 1308 of the Catalist Rules stipulates that:

“If an issuer is seeking to delist from the Exchange:

- (1) an exit offer must be made to the issuer's shareholders and holders of any other classes of listed securities to be delisted. The exit offer must:*
 - (a) be fair and reasonable; and*
 - (b) include a cash alternative as the default alternative; and*
- (2) the issuer must appoint an independent financial adviser to advise on the exit offer and the independent financial adviser must opine that the exit offer is fair and reasonable.”*

- 3.3 The cash exit offer would include distribution of monies held in escrow (comprising cash maintained in both the Company's escrow account in Singapore and the Company's subsidiary's escrow account in the People's Republic of China).
- 3.4 As per the Company's announcement on 30 August 2020 in relation to the receipt of the Delisting Notification, the SGX-ST had, in the Delisting Notification, stated amongst others that the Company has to inform its shareholders the Company's plans, milestones and timeline to comply with the requirements relating to the exit offer. The Company will provide updates in this regard in due course.

4. CESSATION OF INTERIM CHIEF EXECUTIVE OFFICER

The Board also wishes to update that the employment contract in respect of the appointment of Mr. Mirzan as Interim Chief Executive Officer of the Company expired on 31 August 2020. Mr. Mirzan has accordingly ceased to be the Interim Chief Executive Officer of the Company with effect from 1 September 2020. The particulars of Mr. Mirzan pursuant to the requirements of Rule 704(6) of the Catalist Rules has been set out in the cessation template announcement dated 1 September 2020.

5. MISCELLANEOUS

The Company will provide further updates as and when there are material developments (including but not limited to, the Company's plans, milestones and timeline to comply with the requirements relating to the exit offer).

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action that they should take, should consult their legal, financial, tax or other professional advisers.

By Order of the Board

Chan Lai Yin
Company Secretary
1 September 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.