



SBI Offshore Limited

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

UPDATE ON RECEIPT OF LEGAL LETTER

1. INTRODUCTION

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

- (i) the announcement of the Company dated 1 September 2020 in relation to, among others, the cessation and determination of 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 Company’s proposed acquisition of the entire issued and paid-up share capital of (i) Berlitz Offshore Limited, (ii) Berlitz Marine Pte. Ltd. (“**Berlitz Marine**”), (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, which are owned by the Vendor (“**Proposed Acquisition**”) (“**Share Sale Agreement**”); and
- (ii) the announcement of the Company dated 21 September 2020 in relation to receipt of letter dated 18 September 2020 (the “**Letter**”) from the lawyer acting for the Vendor and Berlitz Marine (the “**Claimants**”) claiming that (a) the Company had breached its obligations under the Share Sale Agreement thereby entitling the Vendor to terminate the Share Sale Agreement and the party in default is liable to bear all costs of the Proposed Acquisition up to the point of termination and are claiming for payment of S\$468,403.70 and US\$28,311.06 from the Company (“**Claims**”); and (b) the Company had breached its obligations under the Share Sale Agreement by incurring certain costs of the Proposed Acquisition without such costs having been mutually agreed by the Vendor and the Company in writing (“**Alleged Breach**”).

2. RECEIPT OF LEGAL ADVICE

The Board wishes to announce that the Company had sought legal advice on the Letter and has been advised that based on the facts as presented by the Claimants, the Company will be able to raise strong arguments to support its position in a defense against the Claims. The Company, will through its legal adviser, seek to resolve the Claims through amicable discussion and settlement with the Claimants and in the event this is unsuccessful, consult its legal advisers on the next course of action, including but not limited to defending the Claims and Alleged Breach.

The Company will continue to provide updates as and when there are material developments.

By Order of the Board

Chan Lai Yin
Company Secretary

13 October 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.