



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 SEPTEMBER 2020; AND**
- (II) **QUARTERLY UPDATE OF MILESTONES IN OBTAINING A NEW BUSINESS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2020**
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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 30 September 2020 were as follows:-

	US\$’000
<u>Assets</u>	
Cash and cash equivalents ⁽¹⁾	14,207
Other receivables	174
Plant and equipment	<u>2</u>
Total assets	<u>14,383</u>
Less:-	
<u>Liabilities</u>	
Trade and other payables	2,339
Deferred tax liabilities	<u>4</u>
Total liabilities	<u>2,343</u>
Net Assets	<u>12,040</u>

- (b) The Group’s utilisation of cash in the month of September 2020 was as follows:-

	US\$’000
Opening cash and cash equivalents	14,202
Receipts:-	
- Interest income	3
- Other receivables	4
Payments:-	
- Staff costs and related expenses	(11)
- Rental expenses	<u>(1)</u>
	14,197
Effect of foreign exchange rate changes on cash and cash equivalents ⁽²⁾	10
Closing cash and cash equivalents⁽¹⁾	<u>14,207</u>

Notes:-

- (1) Cash and cash equivalents include approximately US\$14,158,000 (comprising the escrowed amount as well as interest earned on the escrow accounts of US\$10,341,653.01, S\$992,795.86 and RMB21,057,756.90) 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.

On 20 July 2020, the Company announced that the SGX-ST had, on 17 July 2020 informed the Company that it will grant a waiver of the escrow requirements under Rule 1017(1)(a) of the Catalist Rules ("**Waiver Granted**") to draw funds of up to S\$127,000 from its escrow account opened with CIMB Bank Berhad Singapore Branch ("**Singapore Escrow Account**") for the payment of certain legal fees due and payable by the Company ("**July 2020 Announcement**"). Pursuant to paragraph 3 of the July 2020 Announcement, (i) the Board, including the Audit Committee of the Company confirmed that the Waiver Granted is in the best interests of the Company and its minority shareholders, and (ii) the Board confirmed that the Waiver Granted will not be in contravention of any laws and regulations governing the Company and its Constitution.

Following the Waiver Granted, the Company withdrew a sum of S\$126,987.07 from the Singapore Escrow Account.

- (2) 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

- (a) On 30 August 2020, the Company announced that (i) SGX-ST had, in a letter dated 25 August 2020 to the financial adviser in respect of the proposed acquisition of the Berlitz group of companies ("**Proposed Acquisition**"), informed that review of the pre-admission notification of the Proposed Acquisition would be terminated due to the reasons set out in the announcement; and (ii) it had, on the same date, received from the SGX-ST (via the sponsor of the Company), the notification of delisting from the Official List of the SGX-ST ("**Delisting Notification**").
- (b) On 1 September 2020, the Company announced 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 the vendor in respect of the Proposed Acquisition ("**Share Sale Agreement**") had 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) ceased and determined in accordance with Clause 4.5 of the Share Sale Agreement.
- (c) As the Company was not able to complete the Proposed Acquisition by 31 August 2020, it is not able to satisfy the requirements for a new listing in accordance with Rule 1017(2) of the Catalist Rules. As such, the Company has to:
- (i) make a cash exit offer (including distribution of all monies placed in escrow) to shareholders ("**Cash Exit Offer**") in accordance with Rules 1017(2) and 1308 of the Catalist Rules, and thereafter, be delisted from the Official List of the SGX-ST ("**Delisting**"); and
 - (ii) inform its shareholders of the Company's plans, milestones and timeline to comply with the requirements relating to the Cash Exit Offer and Delisting in accordance with Rule 1308 of the Catalist Rules.
- (d) On 29 September 2020, the Company announced that it had, on 28 September 2020, written to the SGX-ST stating the Company's intentions as follows ("**Announcement**"):

- (i) to undertake the Cash Exit Offer by way of liquidation of the Company; and
- (ii) subject to the view of the liquidator to be appointed, to undertake a two-stage distribution of all assets of the Company (including all monies placed in escrow, after discharging all liabilities of the Company) to shareholders of the Company.

Please refer to the Announcement for further details, including the indicative timeline for the Cash Exit Offer and the Delisting.

- (e) In accordance with the Delisting Notification, the Company has suspended trading of its shares with effect from 1 October 2020. The Company will make the appropriate announcements as and when there are any material developments (including but not limited to, the Company's plans, milestones and timeline to comply with the requirements relating to the Cash Exit Offer and Delisting).
- (f) As at the date of this announcement, the Company is in the process of discussion with the proposed liquidator (to be appointed at an extraordinary general meeting of the Company to be convened) and legal advisers in relation to the proposed liquidation of the Company. A circular to shareholders setting out details on, among others, the proposed liquidation of the Company and the appointment of the liquidator, will be issued by the Company on the SGXNet and the Company's website in due course.

By Order of the Board

Chan Lai Yin
Corporate Secretary

15 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 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.