



SBI Offshore Limited
(In Members' Voluntary Liquidation)
(Incorporated in the Republic of Singapore on 1 October 1994)
(Company Registration Number: 199407121D)

ANNUAL MEETING

- RESPONSE TO QUESTIONS FROM SHAREHOLDERS

1. INTRODUCTION

The Liquidator of SBI Offshore Limited (the “**Company**” or “**SBI**”) refers to the Company’s announcement on 28 March 2022 in relation to:

- (i) the Notice of Annual Meeting pursuant to Section 179(1) of the Insolvency, Restructuring and Dissolution Act 2018, convening the Annual Meeting of members of the Company to be held by way of electronic means on Tuesday, 19 April 2022 at 11.30 a.m.; and
- (ii) the Liquidator’s report on the status of the liquidation of the Company, for the period from 7 January 2021 to 6 January 2022 (“**Report**”).

The Liquidator would like to thank shareholders and members who have submitted question in advance for the Annual Meeting.

Unless otherwise defined, all capitalised terms shall bear the same meaning as ascribed to them in the Report.

2. RESPONSES TO QUESTIONS FROM SHAREHOLDERS

The Liquidator has received questions from Shareholders in relation to the resolution to be passed at the Annual Meeting, and has set out in the Annex to this announcement a summary of the substantial questions and the Liquidator’s responses to these questions. Shareholders are advised to read the Annex together with the Report.

For and on behalf of the Company
(In Members’ Voluntary Liquidation)

Don Ho Mun-Tuke
Liquidator

12 April 2022

*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 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

ANNUAL MEETING
(QUESTIONS AND ANSWERS)

1. When is JSBI going to be liquidated in the People's Republic of China ("PRC") and the money transferred back to SBI in Singapore?

- (i) The liquidation process of JSBI in the PRC comprise the following steps:
- (a) Resolution by the shareholder of JSBI (being, the Company) to be made to dissolve JSBI.
 - (b) Liquidation committee ("**Liquidation Committee**"), comprising Messrs Robin Xiao (肖鑫) and Nick Zheng (郑尔捷) of KPMG Advisory (China) Limited, and Ho Chjuen Meng David Donald representing the Company, formed to commence liquidation within 15 days after a cause of dissolution occurs.
 - (c) Liquidation Committee to notify creditors of JSBI within 10 days upon its formation and publication of announcement on local newspapers in the PRC within 60 days.
 - (d) Creditors to declare their claims to the Liquidation Committee within 30 days upon receipt of written notice or in case of the failure to receive the written notice, within 45 days of the public announcement. The Liquidation Committee to register claims based on supporting documents provided by the creditors.
 - (e) Liquidation Committee shall, after disposal of JSBI's main assets, and settlement of receivables and payables, prepare the balance sheet and formulate a liquidation plan to be submitted to JSBI's shareholder (being, the Company) for confirmation.
 - (f) After completion of liquidation of JSBI, the Liquidation Committee shall prepare a liquidation report to be submitted to the meeting of JSBI's shareholder (being, the Company) for confirmation and to the relevant company registration authority in the PRC for application of deregistration of JSBI and the public announcement on the deregistration of JSBI.
 - (g) Prior to deregistration of JSBI, a tax clearance certificate will be required to be issued by the relevant tax authority in the PRC.
 - (h) If SBI intends to dissolve JSBI prior to deregistration of JSBI, a tax audit may be required.

As at the date of this announcement (i) steps (a) to (d) above have been completed; and (ii) JSBI is undergoing audit for the financial year ended 31 December 2021 ("**FY2021 Audit**"). Following the completion of the FY2021 Audit, JSBI will commence its liquidation audit after settlement of its receivables and liabilities (excluding cash).

The following documents will be required to be prepared for signature by JSBI's legal representative and to be submitted to the relevant authorities in the PRC:

- Resolution on the de-registration and the establishment of the Liquidation Committee
- Application form for enterprise de-registration
- Power of attorney for de-registration
- Liquidation report
- Board resolution and power of attorney for bank account de-registration

Following completion of de-registration from the relevant PRC authorities, JSBI's bank accounts will be closed and funds can then be remitted to the Company in Singapore.

Barring unforeseen circumstances, the above processes are estimated to take six to twelve months (from the date of this announcement) to complete.

2. Can an interim cash dividend be immediately paid out of the cash in the Company's bank account after setting aside a sum for operating expenses till the final dividend?

Depending on the progress of the liquidation of JSBI, the Liquidator intends to make a third interim cash distribution to Shareholders by the end of third quarter of 2022.

3. Now that liquidation work for Singapore office is substantially completed, can the overheads in Singapore be reduced further?

As the Company remains listed on the Catalist Board of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), operating expenses such as corporate secretarial fees, continuing sponsorship fees, listing fees, professional fees in relation to liquidation and staff costs would still need to be incurred until completion of the liquidation of the Company, and subsequently the delisting of the Company from the SGX-ST.

4. Please look into the possibility of converting the Singapore account in USD to SGD if such conversion is beneficial to the Company.

The Company has been monitoring the movement in the foreign currency exchange rates for USD against SGD, and will make the necessary transfer of funds from its USD current bank account to SGD current bank account when the foreign exchange rates are favourable to the Company.

5. Is this coming annual meeting the last one? Each time an annual general meeting ("AGM") or extraordinary general meeting ("EGM") is called, it costs money. Can future announcements be made without AGM or EGM?

Annual meeting will be held every subsequent year till the liquidation of the Company is completed in accordance to S179(1) of the Insolvency, Restructuring and Dissolution Act 2018, to enable the Liquidator to update Shareholders on the progress of the liquidation of the Company.

6. Has the Liquidator/Company followed up on the findings of KordaMentha Pte. Ltd.'s independent review and taken actions to pursue the people who caused the potential breaches?

The Company had sought legal advice on the findings of the independent review report dated 20 June 2019 issued by KordaMentha Pte. Ltd. Shareholders are advised to read the announcement by the Company on the same date for information on the aforesaid report. The Company had been advised that the independent review had concluded and the Company did not suffer financial loss from the transactions entered into. As such, the Company will focus its resources on the ongoing liquidation processes in Singapore and the PRC (in the case of JSBI), and no further actions will be taken against the relevant persons who caused the potential breaches.