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* Asterisks denote mandatory information

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Announcement is submitted with respect to *	KS ENERGY SERVICES LIMITED
Announcement is submitted by *	Shirley Lim
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The details of the announcement start here ...

Announcement Title *	PROPOSED ISSUE OF NEW CONVERTIBLE BONDS – FINANCIAL EFFECTS
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Attachments
 [Announcement_Financial_Effects.pdf](#)

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PROPOSED ISSUE OF NEW CONVERTIBLE BONDS – FINANCIAL EFFECTS

1. INTRODUCTION

- 1.1 The Board of Directors ("**Board**") of KS Energy Services Limited ("**Company**") refers to its earlier announcements dated 26 January 2010 and 1 February 2010 ("**New Issue Announcements**") relating to the Company's entry into a purchase agreement ("**Purchase Agreement**") with TAEI One Partners Ltd ("**Subscriber**"), acting in its capacity as General Partner of The Asian Entrepreneur Legacy One L.P., under which the Company may issue up to an aggregate of S\$107,000,000 in principal amount of the New Convertible Bonds (as defined below) and the Other Convertible Bonds (as defined below).

The Company has agreed to issue, and the Subscriber has agreed to subscribe for, an aggregate of S\$50,000,000 in principal amount of 3.00 per cent. convertible bonds due 2015 ("**New Convertible Bonds**") at an issue price of 89.34 per cent. of the principal amount of the New Convertible Bonds ("**New Issue**"). The Subscriber has also agreed that the Company may undertake a further issue of convertible bonds ("**Other Convertible Bonds**") in a maximum aggregate principal amount of S\$57,000,000 ("**Additional Issue**"). The Other Convertible Bonds would only be issued if the Company secures any investors to subscribe for the same.

- 1.2 The Board refers also to the announcements dated 8 December 2009 and 7 January 2010 ("**Business Consolidation Announcements**") relating to the proposed consolidation ("**Business Consolidation**") of the oil and gas and marine distribution businesses of the Company and certain of its subsidiaries (including Aqua-Terra Supply Co. Limited ("**Aqua-Terra**") and its associated company, SSH Corporation Ltd ("**SSH**").
- 1.3 The Board wishes to announce the financial effects of the New Issue on the Company and its subsidiaries ("**Group**") and as the Board anticipates that completion of the Business Consolidation will occur during the current financial year subject to, *inter alia*, the schemes of arrangement for the acquisition of Aqua-Terra and SSH ("**Schemes**") being effective and binding, the financial effects of the New Issue and the Business Consolidation on the Group will be considered concurrently.

2. BASES AND ASSUMPTIONS

- 2.1 The financial effects of the New Issue and the Business Consolidation on the Group as set out in this Announcement are based on the audited consolidated financial statements of the Group as at 31 December 2008 (“**FY2008**”) and the unaudited consolidated financial statements of the Group for the 9 months ended 30 September 2009 (“**3Q2009**”).
- 2.2 For the purposes of computing the illustrative financial effects of the New Issue and the Business Consolidation on the net tangible assets (“**NTA**”), earnings and net gearing of the Group for FY2008 and 3Q2009, it is assumed that the Group has adopted Singapore Financial Reporting Standard (“**FRS**”) 103 (revised June 2009): Business Combinations and FRS 27 (revised June 2009): Consolidated and Separate Financial Statements, both of which are effective for annual financial periods commencing on or after 1 July 2009.

The changes in the accounting treatment are as follows:

- (a) Under FRS 103 (revised June 2009), upon the acquisition of 100% in SSH, the Group will be required to re-measure the previously acquired non-controlling equity investment (i.e. 28.21%) at fair value and recognise the resultant loss in its income statement, but there was no such requirement in the previous FRS 103. Further, under the previous FRS 103, acquisition related costs that are directly attributable to the business combination may be capitalised as part of the costs of acquisition, but under the revised FRS 103, acquisition related costs will need to be expensed as incurred.
- (b) Under FRS 27 (revised June 2009), the acquisition of the remaining 45.19% stake in Aqua-Terra would be accounted for as a transaction with equity holders in their capacity as equity holders, and unlike under the previous FRS 27, there is no necessity to state the identifiable assets and liabilities at fair values at acquisition date. The difference between the cost of additional investment and carrying value of non-controlling interests’ acquired was recognised in equity.

The financial effects of the changes in accounting treatments set out in this paragraph 2.2 in relation to re-measurement loss, acquisition-related costs and transaction with equity holders will be referred to collectively as “non-recurring items”.

- 2.3 For the purposes of computing the financial effects of the Business Consolidation on the NTA, earnings and net gearing of the Group for FY2008 and 3Q2009, the prices of the ordinary shares in the capital of the Company (“**Shares**”), the Aqua-Terra shares and the SSH shares should reflect their respective fair values as at the date on which the Schemes become effective and binding in accordance with their terms (“**Effective Date**”). As their fair values as at the Effective Date are not known for the purposes of the current computation, it will be assumed that the prices of the Shares, the Aqua-Terra shares and the SSH shares are \$1.20, \$0.38 and \$0.28 respectively.
- 2.4 In computing the financial effects of the Business Consolidation, the effect of fair value adjustments to the assets, liabilities and contingent liabilities arising from the acquisition of SSH has been excluded. The fair value adjustments will be determined based on a purchase price allocation exercise to be conducted upon acquisition of SSH.

- 2.5 Shareholders should note that the financial effects of the Business Consolidation and the New Issue on the Group are for illustrative purposes only. The illustrative financial effects should not be construed to mean that the Group's actual results, performance or achievements will be as expected, expressed or implied in such financial effects.
- 2.6 For the avoidance of doubt, the New Issue and the Business Consolidation are proposed as separate and discrete transactions and are not mutually inter-conditional. The successful completion or failure of completion of the Business Consolidation will not affect the successful completion or failure of completion of the New Issue. Conversely, the successful completion or failure of completion of the New Issue will not affect the successful completion or failure of completion of the Business Consolidation.

3. FINANCIAL EFFECTS

3.1 Share Capital

	Number of Shares (excluding treasury shares)
As at 26 January 2010 (" Latest Practicable Date ")	336,682,535
<u>Effect of Business Consolidation Only:</u>	
After completion of the Business Consolidation only ^{(1) (2)}	395,329,846 ⁽³⁾
<u>Effect of New Issue Only:</u>	
After completion of the New Issue only (excluding the Additional Issue) but before conversion of the New Convertible Bonds	336,682,535
After completion of the New Issue only (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds	367,932,535
<u>Effect of Business Consolidation and New Issue:</u>	
After completion of the Business Consolidation ^{(1) (2)} and the New Issue (excluding the Additional Issue) but before conversion of the New Convertible Bonds	395,329,846
After completion of the Business Consolidation ^{(1) (2)} and the New Issue (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds	426,579,846

Notes:

- (1) For the purpose of computing the changes in the issued and paid up share capital of the Company, it is assumed that the price of Shares is S\$1.20.
- (2) Assuming that none of the existing and outstanding convertible securities of the Company ("**Outstanding Convertible Securities**") are converted in Shares.
- (3) As at the date of the Business Consolidation Announcements, the issued share capital of the Company after completion of the Business Consolidation (assuming none of the Outstanding Convertible Securities are converted into Shares), was computed to be 395,317,411 Shares (excluding treasury shares) ("**Resulting Business Consolidation Share Capital**"). Between the date of the Business Consolidation Announcements and the date of this Announcement, 124,352 shares were issued in SSH pursuant to the exercise of share options granted in SSH. As the enlarged issued share capital in SSH has a corresponding impact on the computation of the Shares in issue after completion of the Business Consolidation at a ratio of 10:1, the Resulting Business Consolidation Share Capital has accordingly been adjusted upwards by 12,435 Shares to 395,329,846 Shares in this Announcement.

As at the Latest Practicable Date, the Company has the following Outstanding Convertible Securities:

- (a) Nine (9) non-listed and non-transferable warrants in respect of 1,000,000 Shares each, issued pursuant to a subscription agreement dated 6 June 2007 with Sovereign Assets S.A. ("**Sovereign**"), the exercise of which will amount to an issuance by the Company of 9,000,000 Shares ("**Sovereign Warrants**"). Pursuant to a supplemental and transfer deed dated 10 September 2009 entered into between the Company, Sovereign and Blastor Business Corp. ("**Blastor**"), the abovementioned subscription agreement was amended to, among others, allow the transfer of three (3) Sovereign Warrants in respect of an aggregate of 3,000,000 Shares, from Sovereign to Blastor;
- (b) S\$96,795,000 in principal amount of direct, unconditional, unsubordinated and unsecured convertible bonds due 2012, pursuant to three bond purchase agreements dated 23 July 2007 with Centar Investments (Asia) Ltd, Stark Asia Master Fund Ltd and Stark Master Fund Ltd, the full conversion of which will result in an issuance of an aggregate of 23,900,000 new Shares, assuming there is no adjustment to the initial conversion price ("**Existing Convertible Bonds**"). Following completion of the rights issue by the Company in October 2008, the adjusted number of new Shares that may be issued upon the full conversion of the Existing Convertible Bonds is 25,305,882, based on adjustments to the initial conversion price; and
- (c) 84,170,634 warrants in registered form issued by the Company, each warrant entitling a warrantholder to subscribe for one (1) new Share, subject to the terms and conditions of the warrants as set out in the deed poll dated 2 July 2009 ("**General Warrants**").

In the event that the Outstanding Convertible Securities are fully converted into Shares, resulting in:

- (i) 9,000,000 new Shares being issued pursuant to the exercise of the Sovereign Warrants;
- (ii) 25,305,882 new Shares being issued pursuant to the exercise of the Existing Convertible Bonds; and
- (iii) 84,170,634 new Shares being issued pursuant to the exercise of the General Warrants,

the number of Shares of the Company will be increased by 118,476,516.

3.2 NTA

	Group	
	31 December 2008	30 September 2009
<u>As reported:</u>		
NTA (S\$ 000'000)	340.6	384.7
NTA per Share (Singapore cents) ⁽¹⁾	1.0117	1.1425

Effect of Business Consolidation Only:

After completion of the Business Consolidation only
(including non-recurring items) ⁽²⁾:

Adjusted NTA	324.4	391.5
Adjusted NTA per Share (Singapore cents) ⁽³⁾	0.8207	0.9903

After completion of the Business Consolidation only
(excluding non-recurring items) ⁽²⁾:

Adjusted NTA	347.3	414.4
Adjusted NTA per Share (Singapore cents) ⁽³⁾	0.8786	1.0482

Effect of New Issue Only:

After completion of the New Issue only (excluding the
Additional Issue) but before conversion of the New
Convertible Bonds ⁽⁸⁾

Adjusted NTA	344.2	388.2
Adjusted NTA per Share (Singapore cents) ⁽⁴⁾	1.0223	1.1531

After completion of the New Issue only (excluding the
Additional Issue) and assuming full conversion of the
New Convertible Bonds ⁽⁸⁾

Adjusted NTA	384.1	428.1
Adjusted NTA per Share (Singapore cents) ⁽⁵⁾	1.0438	1.1635

Effect of Business Consolidation and New Issue:

After completion of the Business Consolidation
(including non-recurring items) and the New Issue
(excluding the Additional Issue) but before conversion
of the New Convertible Bonds ⁽⁸⁾

Adjusted NTA	328.0	395.1
Adjusted NTA per Share (Singapore cents) ⁽⁶⁾	0.8297	0.9993

After completion of the Business Consolidation
(excluding non-recurring items) and the New Issue
(excluding the Additional Issue) but before conversion
of the New Convertible Bonds ⁽⁸⁾

Adjusted NTA	350.9	417.9
Adjusted NTA per Share (Singapore cents) ⁽⁶⁾	0.8876	1.0572

After completion of the Business Consolidation
(including non-recurring items) and the New Issue
(excluding the Additional Issue) and assuming full
conversion of the New Convertible Bonds ⁽⁸⁾

Adjusted NTA	367.9	434.9
Adjusted NTA per Share (Singapore cents) ⁽⁷⁾	0.8623	1.0196

After completion of the Business Consolidation
(excluding non-recurring items) and the New Issue
(excluding the Additional Issue) and assuming full
conversion of the New Convertible Bonds ⁽⁸⁾

Adjusted NTA	390.7	457.8
Adjusted NTA per Share (Singapore cents) ⁽⁷⁾	0.9160	1.0732

Notes:

- (1) Based on 336,682,535 Shares in issue (excluding treasury shares) as at the Latest Practicable Date.
- (2) "Non-recurring items" refers to the financial effects of the changes in accounting treatment in relation to re-measurement loss, acquisition-related costs and transaction with equity holders, as set out in paragraph 2.2 above.
- (3) Based on 395,329,846 Shares in issue (excluding treasury shares) after completion of the Business Consolidation (assuming none of the Outstanding Convertible Securities are converted into Shares).
- (4) Based on 336,682,535 Shares in issue (excluding treasury shares) after completion of the New Issue (excluding the Additional Issue), but before conversion of the New Convertible Bonds.
- (5) Based on 367,932,535 Shares in issue (excluding treasury shares) after completion of the New Issue (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds.
- (6) Based on 395,329,846 Shares in issue (excluding treasury shares) after completion of (i) the Business Consolidation (assuming none of the Outstanding Convertible Securities are converted into Shares) and (ii) the New Issue (excluding the Additional Issue) but before conversion of the New Convertible Bonds.
- (7) Based on 426,579,846 Shares in issue (excluding treasury shares) after completion of (i) the Business Consolidation (assuming none of the Outstanding Convertible Securities are converted into Shares) and (ii) the New Issue (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds.
- (8) Assumes that the capital reserve arising from the issue of the New Convertible Bonds is S\$3.8 million.

3.3 Earnings

	Group	
	31 December 2008	30 September 2009
<u>As reported:</u>		
Profit attributable to shareholders (S\$ 000'000)	51.9	39.8
Earnings per Share (Singapore cents) ⁽¹⁾	15.42	11.82
<u>Effect of Business Consolidation:</u>		
After completion of the Business Consolidation only (including non-recurring items) ⁽²⁾ :		
Adjusted profit attributable to shareholders (S\$ 000'000)	37.8	15.4
Adjusted Earnings per Share (Singapore cents) ⁽³⁾	9.57	3.90
After completion of the Business Consolidation only (excluding non-recurring items) ⁽²⁾ :		
Adjusted profit attributable to shareholders (S\$ 000'000)	56.9	38.3
Adjusted Earnings per Share (Singapore cents) ⁽³⁾	14.40	9.69
<u>Effect of New Issue Only:</u>		
After completion of the New Issue only (excluding the Additional Issue) but before conversion of the New Convertible Bonds		
Adjusted profit attributable to shareholders (S\$ 000'000)	50.3	38.2
Adjusted Earnings per Share (Singapore cents) ⁽⁴⁾	14.95	11.35

After completion of the New Issue only (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds		
Adjusted profit attributable to shareholders (S\$ 000'000)	53.1	40.9
Adjusted Earnings per Share (Singapore cents) ⁽⁵⁾	14.42	11.13
<u>Effect of Business Consolidation and New Issue:</u>		
After completion of the Business Consolidation (including non-recurring items) ⁽²⁾ and the New Issue (excluding the Additional Issue) but before conversion of the New Convertible Bonds		
Adjusted profit attributable to shareholders (S\$ 000'000)	36.2	13.8
Adjusted Earnings per Share (Singapore cents) ⁽⁶⁾	9.17	3.50
After completion of the Business Consolidation (excluding non-recurring items) ⁽²⁾ and the New Issue (excluding the Additional Issue) but before conversion of the New Convertible Bonds		
Adjusted profit attributable to shareholders (S\$ 000'000)	55.3	36.7
Adjusted Earnings per Share (Singapore cents) ⁽⁶⁾	13.99	9.29
After completion of the Business Consolidation (including non-recurring items) ⁽²⁾ and the New Issue (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds		
Adjusted profit attributable to shareholders (S\$ 000'000)	39.0	16.6
Adjusted Earnings per Share (Singapore cents) ⁽⁷⁾	9.13	3.88
After completion of the Business Consolidation (excluding non-recurring items) ⁽²⁾ and the New Issue (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds		
Adjusted profit attributable to shareholders (S\$ 000'000)	58.0	39.5
Adjusted Earnings per Share (Singapore cents) ⁽⁷⁾	13.61	9.25

Notes:

- (1) Based on 336,682,535 Shares in issue (excluding treasury shares) as at the Latest Practicable Date.
- (2) "Non-recurring items" refers to the financial effects of the changes in accounting treatment in relation to re-measurement loss, acquisition-related costs and transaction with equity holders, as set out in paragraph 2.2 above.
- (3) Based on 395,329,846 Shares in issue (excluding treasury shares) after completion of the Business Consolidation (assuming none of the Outstanding Convertible Securities are converted into Shares).
- (4) Based on 336,682,535 Shares in issue (excluding treasury shares) after completion of the New Issue (excluding the Additional Issue) but before conversion of the New Convertible Bonds.
- (5) Based on 367,932,535 Shares in issue (excluding treasury shares) after completion of the New Issue (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds.
- (6) Based on 395,329,846 Shares in issue (excluding treasury shares) after completion of (i) the Business Consolidation (assuming none of the Outstanding Convertible Securities are converted into Shares) and (ii) the New Issue (excluding the Additional Issue) but before conversion of the New Convertible Bonds.

- (7) Based on 426,579,846 Shares in issue (excluding treasury shares) after completion of (i) the Business Consolidation (assuming none of the Outstanding Convertible Securities are converted into Shares) and (ii) the New Issue (excluding the Additional Issue) and assuming full conversion of the New Convertible Bonds.

3.4 Net Gearing

	Group	
	31 December 2008	30 September 2009
<u>As reported:</u>		
Net debt (S\$ 000'000)	277.2	250.7
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	418.9	462.9
Net gearing ⁽²⁾	0.66	0.54
<u>Effect of Business Consolidation Only:</u>		
After completion of the Business Consolidation only (including non-recurring items) ⁽³⁾ :		
Net debt (S\$ 000'000)	299.2	238.7
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	536.7	580.7
Net gearing ⁽²⁾	0.56	0.41
After completion of the Business Consolidation only (excluding non-recurring items) ⁽³⁾ :		
Net debt (S\$ 000'000)	280.6	220.1
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	572.0	615.9
Net gearing ⁽²⁾	0.49	0.36
<u>Effect of New Issue Only:</u>		
After completion of the New Issue only (excluding the Additional Issue) ⁽³⁾ but before conversion of the New Convertible Bonds ⁽⁴⁾		
Net debt (S\$ 000'000)	273.7	247.2
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	422.5	466.5
Net gearing ⁽²⁾	0.65	0.53
After completion of the New Issue only (excluding the Additional Issue) ⁽³⁾ and assuming full conversion of the New Convertible Bonds ⁽⁴⁾		
Net debt (S\$ 000'000)	232.8	206.3
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	463.4	507.4
Net gearing ⁽²⁾	0.50	0.41

Effect of Business Consolidation and New Issue:

After completion of the Business Consolidation
(including non-recurring items)⁽³⁾ and the New Issue
(excluding the Additional Issue) but before conversion
of the New Convertible Bonds⁽⁴⁾

Net debt (S\$ 000'000)	295.7	235.2
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	540.2	584.2
Net gearing ⁽²⁾	0.55	0.40

After completion of the Business Consolidation
(excluding non-recurring items)⁽³⁾ and the New Issue
(excluding the Additional Issue) but before conversion
of the New Convertible Bonds⁽⁴⁾

Net debt (S\$ 000'000)	277.1	216.6
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	575.5	619.5
Net gearing ⁽²⁾	0.48	0.35

After completion of the Business Consolidation
(including non-recurring items)⁽³⁾ and the New Issue
(excluding the Additional Issue) and assuming full
conversion of the New Convertible Bonds⁽⁴⁾

Net debt (S\$ 000'000)	254.8	194.3
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	581.1	625.1
Net gearing ⁽²⁾	0.44	0.31

After completion of the Business Consolidation
(excluding non-recurring items)⁽³⁾ and the New Issue
(excluding the Additional Issue) and assuming full
conversion of the New Convertible Bonds⁽⁴⁾

Net debt (S\$ 000'000)	236.2	175.7
Shareholders' funds ⁽¹⁾ (S\$ 000'000)	616.4	660.4
Net gearing ⁽²⁾	0.38	0.27

Notes:

- (1) Shareholders' funds include minority interests.
- (2) Defined as net debt divided by shareholders' funds. The shareholders' funds after the Business Consolidation excludes the effect of fair value adjustments to the assets, liabilities and contingent liabilities arising from the acquisition of SSH. The fair value adjustments will be determined based on a purchase price allocation exercise to be conducted upon acquisition of SSH.
- (3) "Non-recurring items" refers to the financial effects of the changes in accounting treatment in relation to re-measurement loss, acquisition-related costs and transaction with equity holders, as set out in paragraph 2.2 above.
- (4) Assumes that the capital reserve arising from the issue of the New Convertible Bonds is S\$3.8 million.

4. FURTHER INFORMATION

Shareholders and potential investors should note that as at the date of this Announcement, there is no certainty that the New Issue or the Business Consolidation or both will take place and proceed to completion in accordance with their respective terms.

Accordingly, shareholders and potential investors are advised to exercise caution when trading in the Shares and to refrain from taking any action in relation to their Shares that may be prejudicial to their interests. Persons who are in doubt as to the action that they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

BY ORDER OF THE BOARD

Shirley Lim
Company Secretary
1 February 2010

IMPORTANT NOTICE

There are specific legal or regulatory offer and distribution restrictions in relation to the New Issue in certain jurisdictions, including without limitation, the United States, Italy, United Kingdom, Belgium, France, Hong Kong and Singapore.

This Announcement is for information purposes only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the New Convertible Bonds or the Other Convertible Bonds (collectively, "**Convertible Bonds**") or the shares converted from the Convertible Bonds ("**Conversion Shares**") or to take up any entitlements to the Convertible Bonds or the Conversion Shares in any jurisdiction in which such an offer, solicitation or sale would be unlawful. Shareholders should note in particular that the Convertible Bonds and the Conversion Shares may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the United States Securities Act of 1933 (the "**Securities Act**")) except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States.

The distribution of this Announcement and the offering circular to be issued by the Company in connection with the New Issue ("**Offering Circular**") into jurisdictions other than Singapore may be restricted by law and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. Persons into whose possession this Announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Shareholders should note in particular that this Announcement and the Offering Circular are not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia) and do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Convertible Bonds and the Conversion Shares mentioned herein have not been, and will not be, registered under the Securities Act.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

The Company assumes no responsibility in the event there is a violation by any person of the above restrictions.

This Announcement contains or incorporates by reference "forward-looking statements" regarding the belief or current expectations of the Company, the Board and other members of its senior management about the transactions described in this Announcement. Generally, words such as "may", "could", "will", "expect", "intend", "estimate", "anticipate", "believe", "plan", "seek", "continue" or similar expressions identify forward-looking statements. These forward-looking statements are not guarantees of future performance. Rather, they are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Company and are difficult to predict, that may cause actual results to differ materially from any future results or developments expressed or implied from the forward-looking statements. Such risks and uncertainties include the effects of continued or increasing volatility in international financial markets, economic conditions both internationally and in individual markets in which the Group operates, and other factors affecting the level of the Group's business activities and the costs and availability of financing for the Group's activities. Any forward-looking statement contained in this Announcement based on past or current trends and/or activities of the Group should not be taken as a representation that such trends or activities will continue in the future. No statement in this Announcement is intended to be a profit forecast or to imply that the earnings of the Company for the current year or future years will necessarily match or exceed the historical or published earnings of the Company. Each forward-looking statement speaks only as of the date of the particular statement. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.