

PACIFIC RADIANCE LTD.

(UEN/Company Registration No. 200609894C)
(Incorporated in the Republic of Singapore)

COMMENCEMENT OF CONSENT SOLICITATION EXERCISE BY PACIFIC RADIANCE LTD. (THE "COMPANY") IN CONNECTION WITH THE S\$100,000,000 4.30 PER CENT. NOTES DUE 2018 (ISIN: SG6SF2000004) COMPRISED IN SERIES 001 (THE "SERIES 001 NOTES") ISSUED BY THE COMPANY PURSUANT TO ITS S\$1,000,000,000 MULTICURRENCY DEBT ISSUANCE PROGRAMME (THE "PROGRAMME")

Shareholders of the Company who are not otherwise holders of the Series 001 Notes will not be eligible to attend or vote at the meeting of the Noteholders either in person or proxy.

Reference is made to:

- (a) the Series 001 Notes; and
- (b) the trust deed dated 14 August 2014 (the "**Trust Deed**") made between (1) the Company, as issuer, and (2) DBS Trustee Limited, as trustee (the "**Trustee**"), constituting the Series 001 Notes.

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the consent solicitation statement dated 29 October 2015 (the "**Consent Solicitation Statement**") issued by the Company.

The Company wishes to announce that it has today commenced a consent solicitation exercise to seek the approval of the holders (the "**Noteholders**") of the Series 001 Notes (the "**Consent Solicitation**"), by way of extraordinary resolution to, *inter alia*, only in respect of the Series 001 Notes, amend the financial covenant set out in Clause 7.2.3 of the Trust Deed and Condition 4(b)(iii) of the Series 001 Notes such that the ratio of the EBITDA to the Interest Expense (the "**Interest Coverage Ratio**") will not at any time be less than 3.0:1, provided that it shall not be a breach of Clause 7.2.3 of the Trust Deed and Condition 4(b)(iii) of the Series 001 Notes if the Interest Coverage Ratio is less than 3.0:1 in respect of any Measurement Period and the Company shall have deposited into the Series 001 Interest Service Reserve Account:

- (i) in the case where the Interest Coverage Ratio is less than 3.0:1 but is not lower than 1.0:1 in respect of any Measurement Period, an amount equal to the interest payable on all the outstanding Series 001 Notes for the Fixed Rate Interest Period immediately following the end of such Measurement Period; and
- (ii) in the case where the Interest Coverage Ratio is less than 1.0:1 in respect of any Measurement Period, an amount equal to the interest payable on all the outstanding Series 001 Notes for the two successive Fixed Rate Interest Periods immediately following the end of such Measurement Period.

The proposal pursuant to the Consent Solicitation is to provide for a cure mechanism in the event that the Interest Coverage Ratio falls below 3.0:1 as currently provided for as one of the covenants in the Series 001 Notes and the Trust Deed. This is to provide for increased operational and financial

flexibility and debt headroom in light of softer market conditions facing the global economy and the oil and gas sector. As part of the cure mechanism, the Company proposes to establish an interest reserve via the Series 001 Interest Service Reserve Account in the event the Interest Coverage Ratio falls below 3.0:1 to provide assurance to Noteholders, all as more fully described in the Consent Solicitation Statement.

The Company may, in respect of any Measurement Period and by giving the Trustee not less than seven business days' notice, effect a withdrawal of:

- (I) all amounts standing to the credit of the Series 001 Interest Service Reserve Account in accordance with the provisions of the Escrow Agreement, provided that the Company has delivered a compliance certificate pursuant to Clause 16.9 of the Trust Deed in respect of such Measurement Period confirming that the Interest Coverage Ratio in respect of such Measurement Period is not less than 3.0:1;
- (II) an amount such that following such withdrawal, there shall remain credited to the Series 001 Interest Service Reserve Account an amount at least equal to the interest payable on all the outstanding Notes for the Fixed Rate Interest Period immediately following the end of such Measurement Period, provided that the Company has delivered a compliance certificate pursuant to Clause 16.9 of the Trust Deed confirming that the Interest Coverage Ratio in respect of such Measurement Period is not less than 1.0:1 but not more than 3.0:1,

save as provided in sub-paragraphs (I) and (II) above, neither the Company nor (prior to the occurrence of an Event of Default) the Trustee may withdraw any moneys standing to the credit of the Series 001 Interest Service Reserve Account.

DBS Bank Ltd. and Oversea-Chinese Banking Corporation Limited have been appointed as the joint solicitation agents in connection with the Consent Solicitation. Further details on the Consent Solicitation can be found in the notice of meeting published in *The Business Times* and announced via SGXNET on 29 October 2015.

A copy of the Consent Solicitation Statement will be mailed to the Noteholders with an address in Singapore. In order to avoid any violation of laws applicable in countries other than Singapore, the Consent Solicitation Statement has not been and will not be mailed to Noteholders who do not presently have an address in Singapore ("**Foreign Noteholders**"). Foreign Noteholders who wish to obtain a copy of the Consent Solicitation Statement should provide in writing such address in Singapore to Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services), as meeting agent in connection with the Consent Solicitation, not later than five days before the Early Consent Fee Deadline.

In addition, Noteholders may collect copies of the Consent Solicitation Statement from the office of Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services), as meeting agent in connection with the Consent Solicitation, at 80 Robinson Road, #11-02, Singapore 068898 from 29 October 2015, between 9.00 a.m. to 6.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays), up to 10.30 a.m. (Singapore time) on 23 November 2015.

By Order of the Board of
Pacific Radiance Ltd.

Loo Choo Leong
Group Finance Director

29 October 2015

The initial public offering of Pacific Radiance Ltd. was sponsored by United Overseas Bank Limited and UOB Kay Hian Private Limited (the “**Joint Issue Managers**”). The Joint Issue Managers assume no responsibility for the contents of this announcement.

NOTE: This announcement does not constitute an invitation to participate in the Consent Solicitation. No offer or invitation to issue or redeem any securities is being made pursuant to this release. This announcement must be read in conjunction with the Consent Solicitation Statement. This announcement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Company or any other entity.