

PACIFIC RADIANCE LTD.

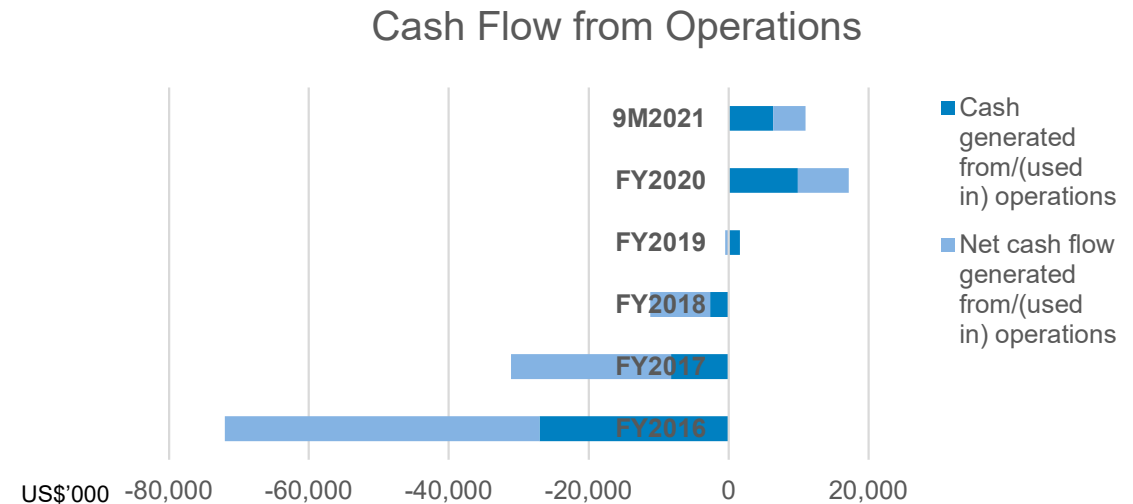
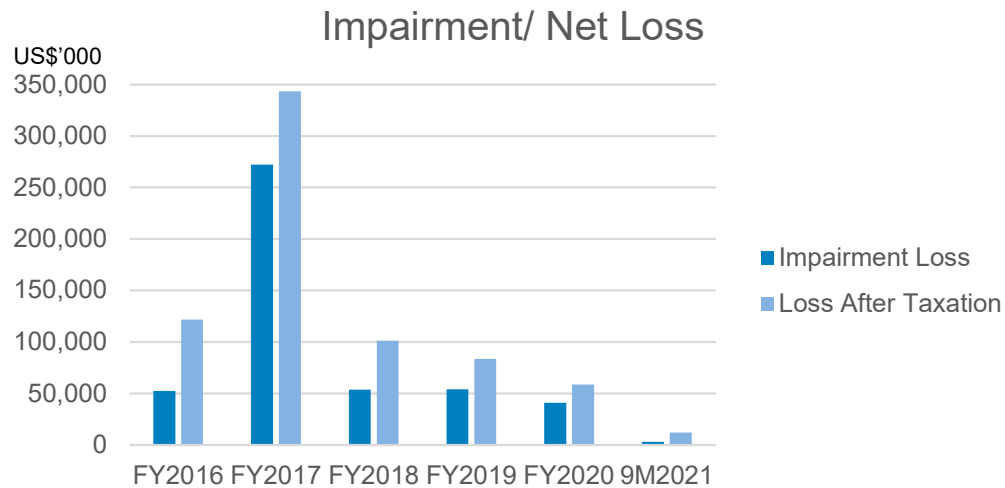
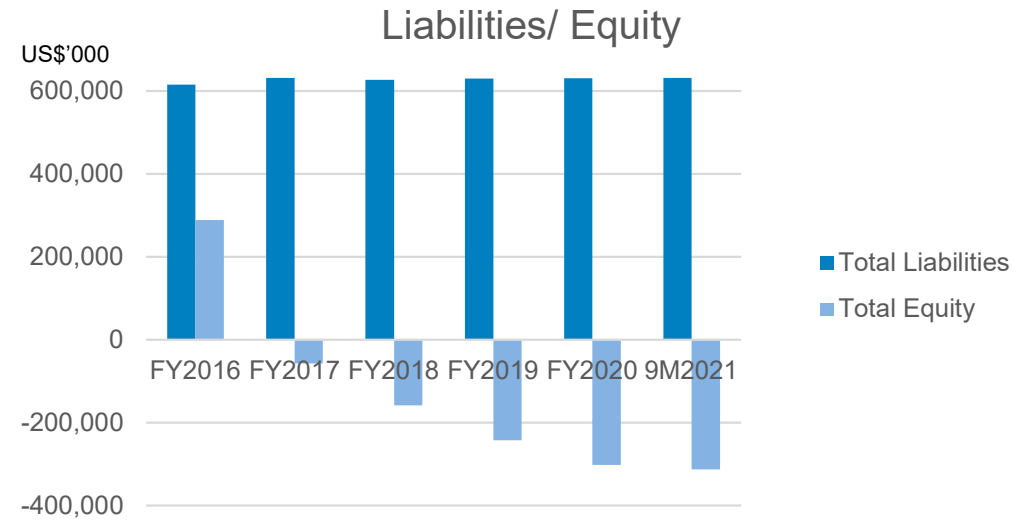
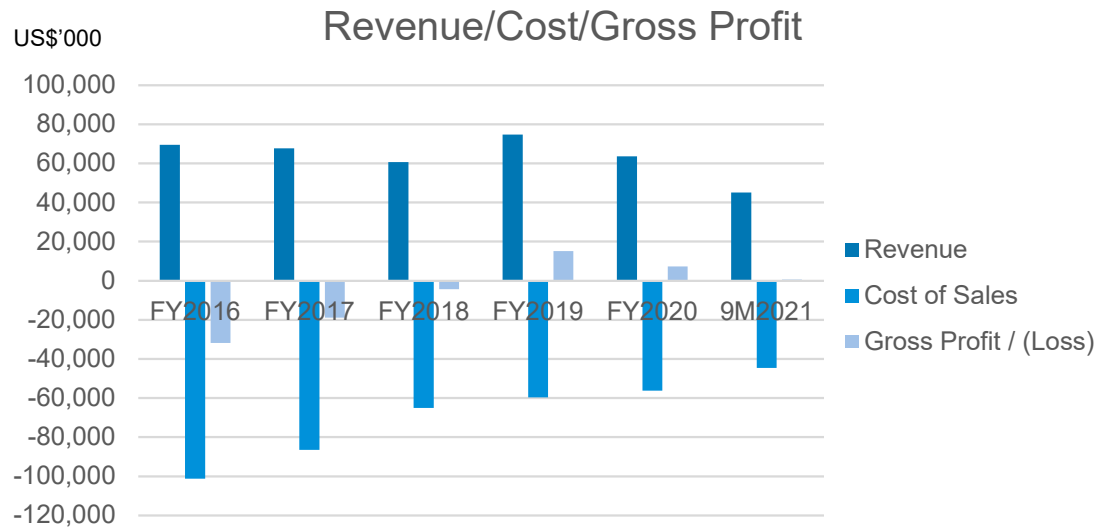
General Meeting of Shareholders

23 February 2022



Pacific
Radiance

Key Financials



- The Group has been registering losses at the bottom line since 2016.
- Fair value of assets that comprise mainly vessels continue to fall, resulting in impairment losses over the years.
- Negative equity has grown as a result of the losses over the years.
- Cash flow from operations turned positive from 2019 but the Group is operating on a cash breakeven basis after taking into consideration other non-operating expenses.

Restructuring Efforts

Proposal 1

Jul 17 - Oct 17

Commenced discussions on restructuring of bank debts with major creditors. Received interest from potential investors, profile of potential investors not preferred by major creditors.

Proposal 2

Oct 17

New equity of USD50M to be raised. Received interest for USD50M in new equity.

Proposal 3

Oct 17 - Jan 18

New equity to be raised increased from USD50M to USD120M.

Feb 18 - Nov 18

Noteholders approved extension of maturity date of Notes and restructuring proposal for Notes. Interest received for new equity stood at USD85M. Market condition deteriorated, shortfall in new equity could not be raised. Proposal 3 could not proceed

Proposal 4

Dec 18 - Mar 19

Proposed restructuring to take the form of business combination with AMLS. Proposed combined business would repay restructured loans over time.

Proposal 5

Apr 19 - Dec 19

Major creditors required restructured loans to be paid upfront instead of over time. Commenced search for financier. Proposals of First and Second Financier submitted to major creditors for discussions. Noteholders further extended maturity date of Notes.

Proposal 6

Jan 20 - Oct 20

Outbreak of COVID-19 pandemic impacted sentiments of potential financiers. Continued discussions with major creditors and potential financiers on restructuring options.

Proposal 7

From Nov 20

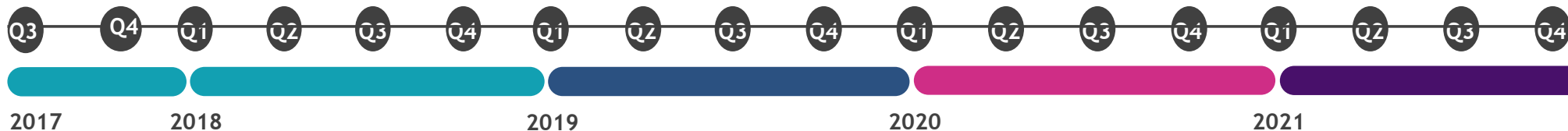
Proposal from Third Financier (ENAV) to transfer mortgaged vessels in consideration for discharge of approximately US\$200m of secured indebtedness accepted by major creditors. Noteholders approved revised restructuring proposal for Notes. Application to convene meeting for proposed schemes of arrangement for other liabilities approved by Court.



Today

EGM

2022



Debt Restructuring Plan

The debt restructure plan involves 3 main groups of creditors:

- (1) Banks (secured and unsecured creditors)
- (2) Noteholders (unsecured creditors)
- (3) Trade Creditors (unsecured creditors)

The debt restructuring plan considers the following order of priority of creditors and shareholders:

- (1) Banks (secured creditors)
- (2) Banks, Noteholders and Trade Creditors (unsecured creditors, on a pari passu basis)
- (3) Shareholders

Debt Restructuring Plan

For the Creditors

Creditor	Upfront Cash (approximate %)	Waived, Released, Discharged or Deemed Settled (approximate %)	Restructured (approximate %)
Banks (secured vessel loans)	20%	80%	N.A.
Banks (secured property loan)	0%	40%	60%
Banks (unsecured working capital)	0%	100%	0%
Banks (other unsecured)	0%	0%	100% through issuance of Shares
Noteholders (unsecured)	0%	N.A.	3% through issuance of Perpetual Securities 97% through issuance of Shares
Trade Creditors (unsecured)	1% to 80%	20% to 99%	N.A.

Debt Restructuring Plan

For the Company and Shareholders

Debt Release and Ship Management Agreement

- ENAV will acquire the vessels mortgaged to the Banks.
- US\$570 million of debt of the Group will be released, of which US\$337 million will be forgiven or converted to equity/quasi equity.
- ENAV has entered into an evergreen ship management agreement with the Group to manage the vessels.
- Breach of condition of ship management agreement will lead to termination of the ship management agreement.
- The ship management agreement contains the following conditions:
 - the Group should not be insolvent, it has to complete the debt restructuring and remain a going concern; and
 - there shall be no change in control of the Group after completion of the debt restructuring.
- The ship management agreement with ENAV offers a stable stream of recurring revenue immediately after completion of the debt restructuring, providing a viable base for the Group to scale up the ship management and other business activities.

Debt Restructuring Plan

For the Shareholders

Warrant	Public	PRL Key Management
Additional capital injection	N.A.	Inject fresh capital of S\$1 million to subscribe for additional shares so as to comply with ship management condition
Salary deferment	N.A.	Salary deferment of up to 3 years in order to secure the support of creditors
Warrants	Basis of Allocation: 100 warrants to 100 shares Exercise Price: S\$0.03	Basis of Allocation: 47 warrants to 100 shares Exercise Price: S\$0.06

Debt Restructuring Plan

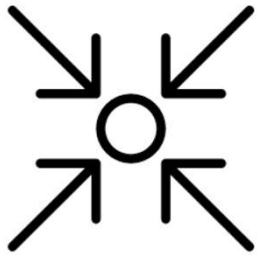
Post-restructuring Shareholding

Shareholder	Before Debt Restructuring (approximate %)	After Debt Restructuring ⁽¹⁾ (approximate %)
Noteholders	0	36
Banks	0	4
Public	32	9
PRL Key Management (Existing Shares)	68	11
PRL Key Management (New Shares)	0	40
Total	100	100

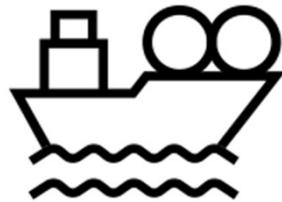
Note: (1) Assume Shareholder Warrants and Management Warrants are fully exercised.

Going Forward

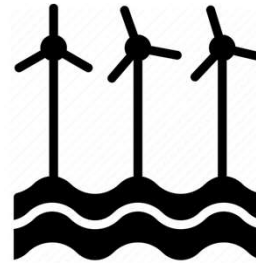
Business Plan



Focus marketing effort with ship owners to develop ship management business



New business stream through charter-in vessels



Leverage existing expertise and network for offshore wind opportunities



Seek potential partners for other M&A and JV opportunities

Proposed Resolutions

Proposed Resolutions

Resolution 1	Proposed disposal of 33 vessels to ENAV
Resolution 2	Proposed issuance of new shares to redeem the outstanding Notes of SGD100M held by Noteholders
Resolution 3	Proposed issuance of perpetual securities to redeem the outstanding Notes of SGD100M held by Noteholders
Resolution 4	Proposed issuance of new shares to certain Banks to fully discharge liabilities of USD7.1M owing to these Banks
Resolution 5	Proposed issuance of new shares to PRL Key Management in order to comply with conditions of the ship management agreement

Proposed Resolutions

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Resolution 6	Proposed share consolidation on the basis of 10 existing shares to 1 consolidated shares.
Resolution 7	Proposed issuance of warrants to existing shareholders (excluding PRL Key Management)
Resolution 8	Proposed issuance of shares to existing shareholders (excluding PRL Key Management) pursuant to the exercise of warrants
Resolution 9	Proposed issuance of warrants to PRL Key Management (based on existing shareholding, exclude new shares)
Resolution 10	Proposed issuance of shares to PRL Key Management pursuant to the exercise of warrants

Proposed Resolutions

Inter-conditionality of the Ordinary Resolutions:

- (1) Resolutions 2 to 10 are conditional upon the passing of Resolution 1.
- (2) Resolution 3 is conditional upon the passing of Resolution 2.
- (3) Resolutions 5, 9 and 10 are conditional upon the passing of Resolutions 2, 3, 4, 6, 7 and 8.

In the event that any resolution which is inter-conditional with another resolution(s) is not approved, the other inter-conditional resolution(s) would not be passed or implemented.

Questions and Answers

Q&A

Pre-submitted Question

When will stock be listed again?

We have obtained SGX in-principle approval for the resumption of trading. This will take place after the proposed schemes of arrangement are completed around 2Q2022. We expect trading of the Company's shares to resume shortly thereafter.

Thank You