

## Vard Holdings Limited

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 201012504K)

### INDEPENDENT AUDITOR'S REVIEW REPORT IN ACCORDANCE WITH RULE 25 OF THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

#### 1 INTRODUCTION

- 1.1 Vard Holdings Limited (the "**Company**") refers to its announcement dated 10 May 2018 in relation to the results for the 1<sup>st</sup> quarter ended 31 March 2018 (the "**Results Announcement**") which provided, *inter alia*, that "*The Company refers to its announcement dated 10 May 2018 setting out (1) the outcome of the review by the Singapore Exchange Regulation Pte Ltd ("SGX Regco") and (2) the Company's intention (after consultation with the Offeror) to continue with the proposed voluntary delisting of the Company pursuant to Rules 1307 and 1309 of the SGX-ST listing manual. The Company has consulted with the Securities Industries Council on the application of Rule 25 of the Code and the reports required in connection with the 1Q2018 Results, especially given SGX Regco's requirement for an updated recommendation from the Independent Directors. In the circumstances, the Company will procure that the 1Q2018 Results are reported on in accordance with Rule 25 of the Code and announce the results of such reviews by 31 May 2018*".
- 1.2 All capitalised terms used and not defined herein shall have the same meanings given to them in the joint announcement released by the Company and the Offeror on 13 November 2017 in connection with the proposal to seek the privatisation of the Company by way of a voluntary delisting from the Official List of the SGX-ST, unless otherwise expressly stated or the context otherwise requires.

#### 2 THE AUDITOR'S REVIEW REPORT

- 2.1 In light of the foregoing, the Company's auditor, PricewaterhouseCoopers LLP, has for the purpose of Rule 25 of the Code, completed its review of the accompanying condensed consolidated interim statement of financial position of the Company and its subsidiaries (the "**Group**") as at 31 March 2018 and the statement of financial position of the Company as at 31 March 2018, the related condensed consolidated interim statements of comprehensive income, consolidated changes in equity and consolidated cash flows of the Group for the three-month period then ended and other explanatory notes (collectively, the "**SFRS(I) 1-34 Condensed Interim Financial Information**") and in connection therewith issued its report relating to such review (the "**Auditor's Review Report**"). A copy of the Auditor's Review Report is attached.

- 2.2 The consolidated financial information of the Group for the three-month period ended 31 March 2018 as set out in paragraph 1 of the 1<sup>st</sup> quarter financial statements attached to the Results Announcement, has not been subject to an audit or a review by the Company's auditor, and has been superseded by the SFRS(I) 1-34 Condensed Interim Financial Information prepared by the company and dated 3 June 2018 for the purpose of the review and report to be conducted pursuant to Rule 25 of the Singapore Code on Take-overs and Mergers. The SFRS(I) 1-34 Condensed Interim Financial Information have been reviewed by the Company's auditor, PricewaterhouseCoopers LLP, in accordance with the Singapore Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". Please refer to the SFRS(I) 1-34 Condensed Interim Financial Information dated 3 June 2018 in paragraph 2.3. The comparative information for the three-month period ended 31 March 2017 (as set out in the Results Announcement) has not been audited or reviewed.
- 2.3 Please refer to the Auditor's Review Report dated 3 June 2018 and the Condensed Interim Financial Information dated 3 June 2018 appended to this announcement.

### **3 CLARIFICATION BY DIRECTORS OF THE COMPANY**

The Directors of the Company would like to highlight the following:

- a) The SFRS(I) 1-34 Condensed Interim Financial Information have been prepared and approved by the Board of Directors on 3 June 2018 for the purposes of the review and report to be conducted pursuant to Rule 25 of the Singapore Code on Take-overs and Mergers.
- b) In accordance with Rule 705 of the SGX-ST Listing Manual, on 7 May 2018 Vard Holdings Limited approved its Results Announcement and on 10 May 2018, released the announcement to the market ahead of the trading halt being lifted. As the SFRS(I) 1-34 Condensed Interim Financial Information has been approved on 3 June 2018 it applies updated information in accordance with SFRS(I) and thus deviates from the Results Announcement. Reference is made to the note 17 of the SFRS(I) 1-34 Condensed Interim Financial Information that discusses the most significant deviations.

### **4 DIRECTOR'S RESPONSIBILITY STATEMENT**

The Directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this announcement, and they jointly and severally accept responsibility accordingly. Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors of the Company has been to ensure through

reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

By Order of the Board

Roy Reite  
Executive Director and Chief Executive Officer

4 June 2018