



China Aviation Oil (Singapore) Corporation Limited



Annual General Meeting

3 February 2006



China Aviation Oil (Singapore) Corporation Limited



Update on China Aviation Oil Restructuring

3 February 2006



Part 1

The Debt Restructuring

November 2004 – June 2005



Background 30 November 2004



On 30 November 2004, CAO announced:

- As at 29 November 2004, CAO estimated that losses from speculative oil derivative trading of approximately US\$550 million had been incurred.
- The following measures were also announced by the Company, inter alia:
 - Suspension of the duties of Mr. Chen Jiulin, the Chief Executive Officer of CAO, with immediate effect;
 - Appointment of PWC as special investigative accountant to review and investigate the CAO's affairs in relation to the losses incurred;
 - Appointment of a Special Task Force led by Mdm Gu Yanfei; and
 - The proposed restructuring of the CAO's debt by way of a Scheme of Arrangement with the CAO's creditors.



Background Role of Special Task Force



The Board of Directors, with the support of CAOHC, appointed a Special Task Force, whose role is as follows:

- 1. To lead the day-to-day operations of CAO on its behalf**
- 2. To lead the restructuring and rehabilitation process,**
- 3. To cooperate with the investigations into the CAO's affairs.**



1 Daily Operations



The STF took steps to ensure CAO's assets were protected and value preserved:

- Ensured the cessation of all derivative trading;
- Closed off all open swap and option positions;
- Appointed DTFAS as financial adviser, R&T as legal adviser, and Cogent as PR consultant. Two DTFAS directors appointed joint cheque signatories;
- CAO could not obtain credit lines to support its business and in the month of December it made arrangements to continue the jet fuel business;
 - Established a wholly owned subsidiary, China Aviation Oil Trading Pte Ltd ("CAOT"), on 9 December 2005 to carry on jet fuel procurement;
 - New business arrangements were made for CAOT to operate on an agency basis due to the credit position;
 - To date CAOT has completed six tender exercises, and these have helped to regain the confidence of the market : 3.04 million MT in 2005 vs 2.87 million MT in 2004, an increase of 6%



2 The Debt restructuring



- **The size and complexity of the task led to many challenges;**
 - **Total liabilities amounting to approx US\$600m.**
 - **100 creditors located in more than 12 countries.**
 - **Creditors initiated or threatened legal action against CAO (including a judicial management petition).**
 - **Many complex issues including legal, financial, cultural differences**
 - **The first restructuring of an overseas listed entity majority owned by a Chinese State Owned Enterprise**



- **The initial scheme was presented in January 2005.**
- **Four months of meetings and negotiations followed during which CAO faced a judicial management petition filed in the High Court of Singapore by SK Energy Asia Pte Ltd.**
- **The final scheme was presented in May and voted on at a creditors meeting on 8 June 2005.**
- **The scheme was overwhelmingly approved by 97% in value and number of creditors.**



2 The Debt restructuring - Scheme of Arrangement

- External creditors total US\$482m
- Repayment by CAO US\$275m
- Haircut US\$207m
- Recovery 57%
- The repayment is made up of:

| | |
|--|-----------------|
| Upfront cash repayment | US\$130 million |
| Deferred Debt repayment (over 5 years) | US\$145 million |

- Deferred debt to be repaid from sale proceeds of CLH and operational cashflows.
- Shareholders loans amounting to US\$122m to be discounted and converted to equity



3 The Investigations

- On 30 November 2004, CAO appointed PWC as special investigative accountant to review and investigate the Company's affairs relating to the losses incurred.
- Subsequently, on 3 December 2004, the Commercial Affairs Department ("CAD") commenced its investigations into the Company.
- Throughout the investigations, the Company gave both the special investigative accountants and the CAD full assistance whenever required.
- CAO announced PWC's Statement of Phase 1 findings on 29 March 2005 and its final conclusions on 3 June 2005.
- On 9 June 2005, one day after the creditors meeting, the CEO and 3 non-executive directors of CAO together with its Head of Finance were charged in Court and the matters are ongoing.



Part 2

The Equity Restructuring

July 2005 – Feb 2006



The Equity Restructuring

- A critical condition for equity restructuring is procuring new investors.
- After five rounds of negotiations, CAOHC and CAO finally concluded investment agreements with BP and Temasek
- In December 2005, CAO announced it had:
 - Secured new Investment of US\$130 million;
 - CAOHC will invest US\$75.77 million for a total stake of 50.88%, including its existing shareholding;
 - BP Investment Asia Ltd (“BP”) will invest US\$44.00 million for a 20% stake; and
 - Aranda Investments Pte Ltd, an indirect subsidiary of Temasek Holdings (Private) Limited will invest US\$10.23 million for a 4.65% stake.
 - Minority shareholders will have an equity stake of 14.47%.
- In January, CAO announced that the Creditors had fully taken up the offer of 10% for US\$22 million of debt consideration.
- On 27 January 2006, CAO announced that it had secured conditional approval in principal from the SGX for the lifting of the suspension on the trading of CAO’s shares.



The Equity Restructuring



- The Post-Restructuring Plan Share Capital Structure will be as follows;

| <u>Shareholding</u> | <u>%</u> |
|--------------------------------|---------------|
| ■ <i>CAOHC</i> | 50.88 |
| ■ <i>BP</i> | 20.00 |
| ■ <i>Temasek</i> | 4.65 |
| ■ <i>Creditors</i> | 10.00 |
| ■ <i>Minority shareholders</i> | <u>14.47</u> |
| ■ Total | <u>100.00</u> |



Part 3

Operations and governance



Introduction



- **The options losses and the surrounding crisis are a tragedy for all stakeholders.**
- **CAO has met and overcome many obstacles over the last 12 months in order to be here today.**
- **CAO could have easily collapsed and been liquidated.**
- **Many lessons have been learned and CAO will be a stronger company for the experience.**
- **The restructuring does not just end with debt and equity restructuring, operational and governance improvements are on track.**

Operations and governance



- **The equity restructuring was not simply a funds raising exercise.**
- **The non-financial contributions and reputation of the Investors was a key criteria for selection.**
- **BP will also contribute management and governance expertise, synergies and capital.**
- **As a result, CAO entered into other complementary agreements with BP and CAOHC;**
 - **An MOU with BP and CAOHC for the proposed injection of operating assets into CAO with a view to increasing its asset base, earnings capacity and prospects.**
 - **Business Co-operation agreement under which BP Singapore Pte Ltd will provide CAO with trading expertise and risk management assistance and participate in CAO's procurement business.**
- **Strategic investors will enable CAO quickly to rehabilitate, reconstruct and grow at a higher starting point to create long-term, stable and increasing values for shareholders.**

Operations and governance



- Following the release of the PwC report, CAO appointed a Corporate Governance Assessment Committee.
- A majority of the Committee were highly respected and experienced Singaporeans.
- After a comprehensive review of the situation, the Committee reported to the Board in December 2005.
- The recommendations of the Committee have been positive, constructive and provide direction for the future.
- The report will serve as an important tool and reference as CAO seeks to improve its management structure, corporate governance, internal controls, risk management and other areas
- CAO is currently working to propose suggestions on improving internal controls and systems in CAO, and will draft plans on adjusting company management structures and operation procedures with reference to the committee report.
- CAO will refer the recommendations of the Committee to the new Board to be constituted to review and implement.



Operations and governance



- **Since the agreements were signed on 5 December 2005, in order to support CAO in its rehabilitation and reconstruction, BP has set up joint transition work teams with CAO to focus on the following;**
 - **Four joint work groups formed: trading, finance, HR and investment;**
 - **Assist to assess business process, operating mechanism, organisational structure and staff;**
 - **After assessment, the working groups will provide preliminary thoughts on formulation of regulations and policies (adjust and improve existing ones), restructuring of management structure (including business process), staff functions.**
 - **Stringent risk management control systems, internal control and disclosure systems are to be established; and**
 - **Starting to implement G30 recommendations (an international standard for trading companies).**



Further details of the restructuring plan

The Company's financial position



- On 5 December 2005, the Company announced its FY2004 audited financial statements.
- On 8 December 2005, the Company announced its FY2005 first, second and third quarterly unaudited financial statements.
- The pre-restructuring situation as at 30 September 2005:
 - Total Liabilities S\$ 1010 million
 - Net Tangible Liabilities S\$ 669 million
- It has taken 12 months of work to arrive at the present restructuring which will result in the Company greatly reducing its liabilities and having positive net assets.

The Proposed Shareholding Structure



- The Company's present and expected shareholding structure is presented below:

| Group Structure | Pre-restructuring | % | Post-restructuring | % |
|------------------------------|--------------------|---------------|--------------------|---------------|
| CAOHC | 580,608,000 | 60.00 | 367,777,427 | 50.88 |
| Minority shareholders | 387,071,992 | 40.00 | 104,585,833 | 14.47 |
| BP | - | - | 144,564,119 | 20.00 |
| Aranda | - | - | 33,611,158 | 4.65 |
| Creditors | - | - | 72,282,000 | 10.00 |
| TOTAL | 967,679,992 | 100.00 | 722,820,537 | 100.00 |

1 CAOHC shares consists of 116.1m existing shares (after consolidation), 2.7m shares arising from debt conversion and 248.9m shares arising from injection of new equity.

2 Minority shareholders shares consist of 77.4m existing shares (after consolidation), 27.2m shares to be distributed from conversion of the CAOHC shareholders' loan.

The Position of Minority Shareholders



- **CAO will undergo a 5 to 1 share consolidation before the issuance of the new shares.**
- **The consolidation will increase the overall value per 1000 shares traded and reduce the corresponding transaction cost relative to the price.**
- **For each 1000 shares presently held the consolidation will reduce this to 200 shares. However shareholders will then receive an additional 70 shares from CAOHC to end with 270 shares.**
- **CAO has an odd lot issue.**
- **To minimize inconvenience to Minority Shareholders, the Company intends to undertake several measures including;**
 - **setting up of a temporary counter to allow shareholders to trade in board lots of 10 shares.**
 - **UOB Kay Hian Pte Ltd to be the designated broker to provide a more economical way to dispose of odd lots of shares.**
 - **UOB will provide a concessionary brokerage of S\$20 per trade for Odd lots for a period of 1 month**
- **In addition, shareholders can trade in odd lots of shares on the SGX-ST Unit Share Market.**



The Resolutions to vote on at the EGM



- 1. Approve the share consolidation**
- 2. Approve the issue of shares to CAOHC, BP and Temasek for USD130m.**
- 3. Approve the issue of shares to CAOHC, the majority of which will be provided to the minority shareholders.**
- 4. Approve the issue of shares to the creditors for USD22m.**
- 5. Approve appointment of new directors to be named.**
- 6. Approve amendment to the articles**



The Shareholder Scheme



- **CAO will enter into a scheme of arrangement with its shareholders.**
- **The Scheme is intended to implement all of the actions to be taken under the restructuring plan.**
- **The Scheme meeting will be held on the same day as the EGM.**
- **Under the scheme CAOHC will procure CAO to issue shares to the minority shareholders.**
- **Shareholders will as part of the restructuring plan waive all claims against CAO, CAOHC and directors and officers, if any.**



What has been achieved?



- To date, the following has been achieved:
 1. The Company continues in operation.
 2. USD600m of debt has been restructured into a sustainable debt level.
 3. Claims against CAO by Satya Capital, SMBC, SK have been settled.
 4. The Creditors Scheme was approved by the creditors and the High Court.
 5. The judicial management petition was withdrawn on 13 June 2005.
 6. The US shareholders class action suit was dismissed by a US court in November 2005.
 7. On 5 December 2005, CAO secured the participation of new Investors in a US\$130 million equity raising.
 8. Creditors showed their confidence in an over-subscribed offer for 10% of CAO.
 9. Corporate governance and operation changes will be in place to secure the future.
 10. The debt and equity restructuring proposals recreate value for shareholders.

Next steps



- **The Company is working on the following:**
 1. **Completing all the conditions precedent under the various agreements, including;**
 1. **The audit of the FY2005 financial statements.**
 2. **Corporate governance and operational changes to be in place or ready to take effect on completion.**
 3. **Obtaining the approvals of the authorities.**
 4. **Seeking Court permission to hold a meeting of the shareholders under Section 210 to consider the shareholders scheme.**
 2. **On 27 January CAO announced it had secured conditional AIP from the SGX for the lifting of the suspension.**
 3. **CAO is targeting to hold its EGM in the first week of March, in view of the need for printing and the requirement to provide shareholders with 22 days notice.**