

**FSL TRUST MANAGEMENT PTE. LTD.**  
(As Trustee-Manager of First Ship Lease Trust)  
(Company Registration No. 200702265R)  
(Incorporated in Singapore)

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- (I) **PROPOSED ISSUE OF US\$7,250,000 IN AGGREGATE PRINCIPAL AMOUNT OF REDEEMABLE 7% CONVERTIBLE BONDS;**
  - (II) **FURTHER HEARING OF AN APPLICATION FOR LEAVE TO HOLD A MEETING TO CONSIDER A PROPOSED SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT (CAP. 50) TO FACILITATE THE EXTENSION OF THE SYNDICATED LOAN FACILITY DUE ON 20 DECEMBER 2017; AND**
  - (III) **REFINANCING OF CHEMICAL TANKERS**
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## 1. INTRODUCTION

The Board of Directors ("**Board**") of FSL Trust Management Pte. Ltd. (as trustee-manager of First Ship Lease Trust (the "**Trust**")) (the "**Trustee-Manager**") refers to the following announcements (the "**Announcements**"):

- (a) its announcement dated 24 April 2018 in relation to the Bond Issue and the Proposed Refinancing;
- (b) its announcement dated 3 May 2018 in relation to the partial repayment of the Existing Syndicated Loan;
- (c) its announcements dated 18 December 2018, 16 January 2018 and 28 February 2018 in relation to the Scheme of Arrangement proposed to be made between the Company and its Lenders pursuant to Section 210 of the Companies Act (Cap. 50) (the "**Companies Act**"); and
- (d) its announcements dated 8 May 2018 in relation to the sale or re-financing of the Trust's chemical tankers, FSL New York and FSL London (the "**Chemical Tankers**").

All capitalized terms not defined herein shall have the same meaning as set out in the Announcements.

## 2. BOND ISSUE

The Board wishes to announce that the Bond Issue was completed on 21 May 2018 (the "**Completion Date**"), pursuant to which an aggregate of US\$7,250,000 Bonds have been issued to the Subscriber in accordance with the Bond Subscription Agreement and the Terms and Conditions.

The obligation of the Subscriber to subscribe and/or procure subscription of the Bonds is conditional upon, amongst others, all requisite approvals from the SGX-ST for the listing and quotation of up to 127,491,315 New Units on the Official List of the Main Board of the SGX-ST, including without limitation the issuance of the relevant Listing and Quotation Notice by the SGXST, having been obtained and not having been revoked as of the Completion Date. The

Trustee-Manager has made an application to the SGX-ST for the listing of and quotation of up to 127,491,315 New Units to be allotted and issued upon conversion of the Bonds on the Official List of the Main Board of the SGX-ST. The parties have agreed to waive the foregoing condition, provided that such condition precedent is satisfied within 10 business days of the Completion Date.

### **3. PROPOSED SCHEME OF ARRANGEMENT**

The Board wishes to announce that on 21 May 2018, on the application of FSL Trust Management Pte. Ltd. (the “**Company**”), the High Court granted an extension of time to 29 June 2018 for the Company to convene a meeting of Lenders for the purpose of considering and, if thought fit, approving with or without modification (which modification may be made any time prior to or at the Court Meeting) a Scheme of Arrangement proposed to be made between the Company and its Lenders pursuant to Section 210 of the Companies Act.

As previously announced on 18 December 2017, 16 January 2018 and 28 February 2018, the Scheme does not include the trade creditors of the Trust as the trade and other liabilities of the Trust apart from the Syndicated Loan Facility are not part of the proposed Scheme. The Trust remains in a substantial net equity position and the business and operations of the Trust will continue in the normal course.

### **4. REFINANCING OF CHEMICAL TANKERS**

The Board further wishes to announce that the Trust has on 17 May 2018 accepted an offer letter issued by a bank in relation to a senior secured amortizing term loan of up to US\$18,000,000 for the refinancing of the Chemical Tankers. The offer is subject to, amongst others, entry by the parties into definitive transaction documentation.

### **5. GENERAL**

Further announcements will be made by the Trustee-Manager via SGXNET as and when there are any material developments, in compliance with the listing rules of the Singapore Exchange Securities Trading Limited.

By Order of the Board  
FSL Trust Management Pte. Ltd.  
(Company registration no. 200702265R)  
as Trustee-Manager of First Ship Lease Trust

Mr. Efstathios Topouzoglou  
Non-Independent Non-Executive Chairman  
22 May 2018