

KTL GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200704519M)

APPLICATION FOR EXTENSION OF TIME TO COMPLY WITH RULE 707(1) and 705(2) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE “SGX-ST”) LISTING MANUAL (THE “LISTING RULES”)

1. INTRODUCTION

The Board of Directors (the “**Board**”) of KTL Global Limited (the “**Company**” and together with its subsidiaries (the “**Group**”) wishes to announce that the Company has today, 31 October 2022, submitted an application to seek the SGX-ST’s approval for:

- (a) an extension of time of up to seven (7) months to comply with the requirements of Rule 707(1) of the Listing Manual, which states, inter alia, that “[a]n issuer must hold its annual general meeting within four months from the end of its financial year” for the Company to hold its Annual General Meeting (“**AGM**”) for the financial year ended 30 June 2022 (“**FY2022**”) by 31 May 2023; and
- (b) an extension of time of up to two (2) months to comply with the requirements of Rule 705(2) of the Listing Manual, which states, inter alia, that “[a]n issuer must announce the financial statements for each of the first three quarters of its financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 45 days after the quarter end” to announce the Company’s unaudited financial statements for the first quarter (“**Unaudited 1Q2023**”) by 31 January 2023,

(collectively, the “**EOT Application**”) for the reasons set out in paragraph 2 below.

The Company has also submitted an application to the Accounting and Corporate Regulatory Authority (“**ACRA**”) for the following:

- (i) an extension of time of up to seven (7) months under Section 175 of the Companies Act 1967 to hold the Company’s annual general meeting for FY2022; and
- (ii) a corresponding extension of time of up to seven (7) months under Section 197 of the Companies Act 1967 to file its annual return in respect of the Company’s annual general meeting for FY2022.

2. REASONS FOR THE EOT APPLICATION

The Company is applying to the SGX-ST for the EOT Application for the following reasons:

- (a) On 26 August 2021, the Company had announced, amongst others, that the Audit Committee (“**AC**”) had received a report from its then-statutory auditors, RT LLP (“**RT LLP**”), reporting that during the course of their audit, they had discovered potential fraud in financial reporting of one of the Company’s subsidiaries (the “**Potential Fraud**”). Subsequent to such report, the AC and the Board had, in consultation with the SGX-ST RegCo, engaged Deloitte & Touche Financial Advisory Services Pte Ltd (“**Deloitte**”), to undertake an independent review of the concerns raised by RT LLP (the “**Independent Review**”). Subsequently, at the Company’s annual general meeting held on 24 September 2021, the resolution to re-appoint RT LLP had not been carried.
- (b) Since then, the Company has approached several audit firms for the purpose of appointing

new auditors. The Company has however, faced difficulties in its search. The Company understands that amongst others, the Potential Fraud and ongoing Independent Review would form part of the consideration by potential audit firms in considering taking on the Company as its client. Barring unforeseen circumstances, the Directors believe that the Independent Review is at an advanced stage and expects the preliminary findings to be ready in early 2023. The above notwithstanding, the Company is in an advanced state of discussions with at least one audit firm on terms of engagement, subject to such firm's due diligence checks on the Company, which includes the review of the draft Independent Review.

- (c) The Company is also cognisant that it would still need to convene an extraordinary general meeting ("**EGM**") to seek shareholders' approval for the appointment of new auditors. As part of its cost consideration, the Company also intends to seek shareholders' approval at the same time for the Company to undertake the business of supplying and distributing vegetable and fruits produce to various consumer groups in Singapore (the "**New Business**"). Please refer to the Company's announcement on 3 June 2021. The Company has been undergoing a review of its businesses during this period of time and is exploring other business opportunities to increase revenue stream so as to improve shareholders' value. As such, the Company would only be able to share this information at a later time when it has better clarity on the Company's business direction going forward.
- (d) In light of the above, the Company is of the view that it would likely be in a position to convene such EGM in the first quarter of the calendar year of 2023. Thereafter, the Company's newly appointed auditors would require time of at least 1 to 2 months to complete audit of the Company's financial statements for FY2022, before the Company is able to convene its AGM for FY2022. This is particularly as the Company had earlier this year changed its financial year end from 31 December to 30 June 2022. Accordingly, for FY2022, the financial period will cover a period of 18 months from 1 January 2021 to 30 June 2022. This would mean additional work and preparation required from both the Company's finance team and the Company's newly appointed auditors. Upon receipt of the finalised audit report for FY2022, the Company would also require some time to, amongst others, prepare, proofread and perform accuracy checks its annual report to shareholders, as well as take into account the requisite notice period prior to the holding of its AGM FY2022.
- (e) At the same time, the Company had also on 29 August 2022 applied to the SGX RegCo for an extension of time to comply with Rule 705(1) of the Listing Rules in relation to the announcement of the unaudited financial statements for the financial year ended 30 June 2022, to release the same by 30 November 2022, for similar reasons as set out in subparagraphs (iv) and as set out in its application. In light thereof, this would correspondingly affect the Company's ability to prepare its Unaudited 1Q2023 FS.
- (f) In view of the issues raised above:
 - (i) the Company is unable to prepare its annual report and hold its AGM FY2022 by 31 October 2022 but expects to be able to do so by 31 May 2023; and
 - (ii) the Company is unable to prepare its Unaudited 1Q2023 FS by 14 November 2022 but expects to be able to do so by 31 January 2023.

The Company will make further announcements to update its shareholders on the outcome of the above application to the SGX-ST and ACRA in due course.

BY ORDER OF THE BOARD
KTL GLOBAL LIMITED

Chin Teck Oon
Executive Director and Chief Executive Officer
31 October 2022