

ADVENTUS HOLDINGS LIMITED
(Company Registration No. 200301072R)
(Incorporated in Singapore)

PROPOSED CHANGE OF AUDITORS

1. INTRODUCTION

The Board of Directors (“**Board**”) of Adventus Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce the Company’s intention to undertake a change of auditors of the Company from Messrs Deloitte & Touche LLP (“**Deloitte**”) to Nexia TS Public Accounting Corporation (“**Nexia TS**”) to audit the financial statements of the Company and the Group for the current financial year ending 31 December 2020 (“**Proposed Change of Auditors**”).

The Company’s current auditors, Deloitte, have served as auditors since the financial year ended 31 December 2010 and was last re-appointed at the annual general meeting of the Company (“**AGM**”) held on 29 June 2020, to hold office until the conclusion of the next AGM. The Company is proposing to appoint Nexia TS to replace Deloitte as the Auditors for the Company and the Group with effect for the financial year ending 31 December 2020 (“**FY2020**”). The Board had been evaluating the need for a change of auditors prior to the AGM held on 29 June 2020. However, the Board has experienced delays in making the foregoing decision, due to the COVID-19 pandemic and the circuit breaker measures from early April 2020 to early June 2020, and accordingly, the change of auditors could not take place prior to the AGM held on 29 June 2020. Therefore, the Board had decided to defer the foregoing decision at that time and is undertaking the Proposed Change of Auditors presently.

The Board assessed and reviewed the duration of the services provided by Deloitte and is of the view that, as a matter of good corporate governance, it is appropriate to consider a rotation, while at the same time, keeping the costs at a reasonable level given the Group’s current level of activities and business.

Following a review and an evaluation of proposals from several audit firms, the Board has, in consultation with the Audit Committee, nominated and recommended Nexia TS to replace Deloitte as the auditors of the Company and the Group to audit of its financial statements for FY2020. Nexia TS was selected amongst various other audit firms which provided proposals to the Company, after taking into account, *inter alia*, the adequacy of the resources and experience of Nexia TS, the audit engagement partner assigned to the audit, the other audit engagements of Nexia TS, the Group’s audit requirements and the number and experience of supervisory and professional staff to be assigned to the audit. The Board and the Audit Committee has also considered Audit Quality Indicators Disclosure Framework issued by the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”) in assessing the suitability of the proposed appointment.

2. THE PROPOSED CHANGE OF AUDITORS

In connection with the Proposed Change of Auditors, the Chairman of the Audit Committee and Deloitte discussed the Company’s intention to change auditors on 19 August 2020. The Board, the Audit Committee and Deloitte mutually agreed that it would be in the interests of both the Company and Deloitte, not to continue the appointment due to cost considerations. On 17 September 2020, Deloitte informed the Company of its application to the ACRA to seek its consent for its resignation as auditors of the Company.

On 6 October 2020, Deloitte informed the Company that ACRA had issued its consent to their resignation as auditors of the Company. Subsequent thereto, the Company received an official notice of resignation from Deloitte dated 6 October 2020 (the “**Written Statement**”) and was informed that it has received ACRA’s consent to resign as Auditors. A copy of the Written Statement is appended hereto. The resignation of Deloitte as Auditors of the Company will take effect on 6 October 2020 as fixed by ACRA, in accordance with Section 205AB(5) of the Companies Act (Chapter 50) of Singapore (“**Companies Act**”).

Nexia TS had on 8 October 2020 given its written consent to be appointed as the Auditors in connection with the Proposed Change of Auditors, subject to the approval of Shareholders being obtained at the extraordinary general meeting (“**EGM**”) to be convened by the Company in due course.

3. EXTRAORDINARY GENERAL MEETING

Pursuant to Rule 712(3) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”) and Section 205AF of the Companies Act, the Proposed Change of Auditors must be approved by Shareholders at an EGM to be held. Accordingly, the Company will be convening an EGM to seek Shareholders’ approval for the Proposed Change of Auditors. The appointment of Nexia TS as new auditors of the Company, would take effect upon approval of the same by Shareholders at the EGM. If appointed, Nexia TS will hold office until the conclusion of the next AGM of the Company.

In accordance with Rule 712(3) of the Catalist Rules:-

- (a) The outgoing Auditor, Deloitte, has confirmed to Nexia TS, by way of their letter dated 6 October 2020, that they are not aware of any professional reasons why the new auditors, Nexia TS, should not accept the appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with Deloitte on accounting treatments within the last 12 months up to the date of their resignation, being 6 October 2020;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company which has not been disclosed in this announcement;
- (d) the Company confirms that there are no specific reasons for the Proposed Change of Auditors, save as otherwise set out in this announcement. The Proposed Change of Auditors is neither due to any disagreement with Deloitte nor the dismissal of Deloitte; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Nexia TS as its new auditors.

The Board wishes to express their appreciation for the services rendered by Deloitte in the past.

A circular to shareholders of the Company together with a notice of the EGM will be published in due course.

By Order of the Board

Teh Chong Seng
Executive Chairman
9 October 2020

*This announcement had been prepared by the Company and its contents have been reviewed by the Company’s sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinion made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Khong Choun Mun, Registered Professional, RHT Capital Pte. Ltd., 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619, Telephone: 6381 6966.

Appendix – Written Statement

Deloitte.

Deloitte & Touche LLP
Unique Entity No. T08LL0721A
6 Shenton Way
QUE Downtown 2
#33-00
Singapore 068809

Tel: +65 6224 8288
Fax: +65 6538 6166
www.deloitte.com/sg

Our Ref: SP/LYW/bp

October 06, 2020

Adventus Holdings Limited
ADV S1 Pte. Ltd.
ADV S2 Pte. Ltd.
ADV S3 Pte. Ltd.
Adventus Alliances & Solutions Pte. Ltd.
Adventus Investments (Vietnam) Pte. Ltd.
Northern Cardinal Commodities Pte. Ltd. (F.K.A Adventus Resources Pte. Ltd.)
Crimson Star Development Pte. Ltd.
52, Telok Blangah Road
#03-06 Telok Blangah House
Singapore 098829

Attention: Mr Yau Woon Soon

Dear Sir

RESIGNATION AS AUDITORS

We hereby give notice to resign as statutory auditors of the above-named companies. Our resignation will take effect from October 06, 2020 pursuant to section 205AB of the Singapore Companies Act, Cap. 50.

Yours faithfully

