

# NOTICE OF ANNUAL GENERAL MEETING



## KTL GLOBAL LIMITED

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

**NOTICE IS HEREBY GIVEN** that the Twenty-First Annual General Meeting of KTL Global Limited (the “**Company**”) will be convened and held by electronic means on Friday, 24 September 2021 at 11.00 a.m. to transact the following business:

### AS ORDINARY BUSINESS

1. **Ordinary Resolution 1** To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Auditor’s Report thereon.
2. **Ordinary Resolution 2** To re-elect Mr. Chng Hee Kok, who ceases to hold office in accordance with Article 114 of the Constitution of the Company and who, being eligible, offers himself for re-election as a director of the Company.
3. **Ordinary Resolution 3** To re-elect Mr. Chin Teck Oon, who ceases to hold office in accordance with Article 114 of the Constitution of the Company and who, being eligible, offers himself for re-election as a director of the Company.
4. **Ordinary Resolution 4** To re-elect Mr. Teh Chong Seng, who ceases to hold office in accordance with Article 114 of the Constitution of the Company and who, being eligible, offers himself for re-election as a director of the Company.
5. **Ordinary Resolution 5** To re-elect Mr. Chua Thiam Chwee, who ceases to hold office in accordance with Article 114 of the Constitution of the Company and who, being eligible, offers himself for re-election as a director of the Company.
6. **Ordinary Resolution 6** To approve the payment of the sum of up to S\$255,000 to be paid to all directors (other than the Chief Executive Officer and Executive Director) as directors fees for the financial year ending 31 December 2021, such fees to be paid quarterly in arrears. (FY2020: S\$163,000)
7. **Ordinary Resolution 7** To re-appoint RT LLP as Auditors of the Company and to authorise the directors to fix their remuneration.

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## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification, the following resolutions, which will be proposed as Ordinary Resolutions:

### 8. **Ordinary Resolution 8 General Mandate to authorise the directors to issue shares or convertible securities**

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and notwithstanding the provisions of the Constitution of the Company, authority be given to the directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (the “**Shares**”) (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the directors while this Resolution is in force,

PROVIDED THAT:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (A) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and

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(B) any subsequent bonus issue, consolidation or sub-division of Shares;

and, in sub-paragraphs (i) and (ii) above, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company for the time being of the Company; and
- (iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

9. **Ordinary Resolution 9 Authority to Offer and Grant Awards and Allot and Issue Shares under the KTL Performance Share Scheme**

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised:

- (a) to offer and grant awards (the “**Awards**”) from time to time in accordance with the provisions of the KTL Performance Share Plan (the “**Plan**”);
- (b) to allot and issue from time to time such number of fully paid new ordinary shares as may be required to be delivered pursuant to the vesting of the Awards under the Plan; and
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new ordinary shares as may be required to be delivered pursuant to any Awards granted by the Directors in accordance with the Plan while the authority conferred by this Resolution was in force,

PROVIDED THAT the aggregate number of new ordinary shares to be issued pursuant to the vesting of the Awards under the Plan and any other share based scheme of the Company shall not exceed fifteen per cent (15%) of the total number of issued ordinary shares of the Company, excluding treasury and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) from time to time, and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.

By Order of the Board

**Ng Siew Hoong**  
Company Secretary

9 September 2021

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## Explanatory Notes:

- (a) **Ordinary Resolution 2** is to re-elect Mr. Chng Hee Kok who will cease to hold office under Article 114 of the Constitution of the Company.

Mr. Chng Hee Kok will, upon re-election, remain as the Non-Executive Chairman and Lead Independent Director of the Company, Chairman of the Nominating Committee and a member of the Audit, Remuneration and Performance Share Scheme Committees. Mr. Chng Hee Kok is considered an independent director for purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Detailed information of Mr. Chng Hee Kok (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found under "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Company's Annual Report 2020.

- (b) **Ordinary Resolution 3** is to re-elect Mr. Chin Teck Oon who will cease to hold office under Article 114 of the Constitution of the Company.

Mr. Chin Teck Oon is an Executive Director and Chief Executive Officer of the Company. Detailed information of Mr. Chin Teck Oon (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found under "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Company's Annual Report 2020.

- (c) **Ordinary Resolution 4** is to re-elect Mr. Teh Chong Seng who will cease to hold office under Article 114 of the Constitution of the Company.

Mr. Teh Chong Seng will, upon re-election, remain as an Independent Director of the Company and a member of the Audit, Remuneration, Nominating and Performance Share Scheme Committees. Mr. Teh Chong Seng is considered an independent director for purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Detailed information of Mr. Teh Chong Seng (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found under "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Company's Annual Report 2020.

- (d) **Ordinary Resolution 5** is to re-elect Mr. Chua Thiam Chwee who will cease to hold office under Article 114 of the Constitution of the Company.

Mr. Chua Thiam Chwee will, upon re-election, remain as an Independent Director of the Company and Chairman of the Audit Committee, and a member of the Remuneration, Nominating and Performance Share Scheme Committees. Mr. Chua Thiam Chwee is considered an independent director for purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Detailed information of Mr. Chua Thiam Chwee (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found under "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Company's Annual Report 2020.

- (e) **Ordinary Resolution 6** is to seek shareholders' approval for the payment of up to S\$255,000, to all directors (other than the Executive Director) as directors fees for the financial year ending 31 December 2021 ("FY2021"). The directors' fees are calculated based on, among other things, the number of directors expected to hold office during the course of that year.

Mr. Tso Sze Wai, Mr. Teh Chong Seng and Mr. Chua Thiam Chwee will receive their directors' fees for FY2021 calculated on a pro-rata basis.

- (f) **Ordinary Resolution 8** is to empower the directors to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (the "50% Limit"), with a sub-limit of 20 per cent. for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. As at the 9 September 2021, Company has a total issued share capital of 315,669,019 ordinary shares and no treasury shares and no subsidiary holdings.

- (g) **Ordinary Resolution 9** if passed, is to authorise the Directors of the Company to (a) offer and grant Awards in accordance with the provisions of the Plan and (b) allot and issue from time to time such number of fully paid ordinary shares as may be required to be delivered pursuant to the vesting of the Awards under the Plan provided always that the aggregate number of new shares to be issued or transferred pursuant to the Awards under the Plan shall not exceed fifteen per cent (15%) of the total number of issued ordinary shares of the Company, excluding treasury and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) from time to time. As at the 9 September 2021, Company has a total issued share capital of 315,669,019 ordinary shares and no treasury shares and no subsidiary holdings.

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## Notes:

### 1. Participation in the AGM

- (a) The 21<sup>st</sup> Annual General Meeting of Company (the “AGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will accordingly be sent to members by electronic means via publication on the Company’s website at the URL <https://www.ktl.group>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice will NOT be sent to members.
- (b) Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream (collectively, the “Live Webcast”), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions in advance of the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in this Notice of AGM. This Notice of AGM is also made available at the Company’s website at URL <https://www.ktl.group>, and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (c) Members who wish to observe and/or listen to the AGM proceedings through Live Webcast must pre-register at the Company’s pre-registration website at URL <https://globalmeeting.bigbangdesign.co/ktlglobal/> by **11.00 a.m. on 21 September 2021** (the “Registration Deadline”) to enable the verification of members’ status.
- (d) Verified members will receive an email by **12.00 p.m. on 23 September 2021** containing instructions to access the Live Webcast of the AGM proceedings. Members must not forward the link or their log-in details to third persons who are not members and who are not entitled to attend the AGM proceedings.

Members who do not receive an email by **12.00 p.m. on 23 September 2021** but have registered by the Registration Deadline, should contact our Company’s Share Registrar, Tricor Barbinder at 6236 3550/3555 or via email at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) for assistance with the following details to be included:

- (i) Member’s full name;
- (ii) his/her/its identification/company registration number; and
- (iii) the manner in which the shares are held (e.g. via CDP/scrip/CPFIS/SRS).
- (e) Investors who hold shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the Live Webcast of the AGM must approach their respective depository agents to pre-register by **5.00 p.m. on 15 September 2021** in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

### 2. Submission of Questions prior to the AGM

- (a) **A member will not be able to ask questions through the Live Webcast.** If a member wishes to submit questions related to the resolutions to be tabled for approval at the AGM, all questions must be submitted no later than the Registration Deadline:
- (i) via the pre-registration website at URL <https://globalmeeting.bigbangdesign.co/ktlglobal/>;
- (ii) by email to [shareholders@ktl.group](mailto:shareholders@ktl.group); or
- (iii) in hardcopy by depositing the same at the registered office of the Company at 18 Boon Lay Way, #10-139 Tradehub 21, Singapore 609966,

and provide particulars as follows:

- (i) Member’s full name;
- (ii) his/her/its identification/company registration number;
- (iii) Contact number and email address; and
- (iv) the manner in which the shares are held (e.g. via CDP/scrip/CPFIS/SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholders status.

- (b) **In view of the current COVID-19 situation and the related safe distancing measures, members are strongly encouraged to submit their questions via the pre-registration website.**
- (c) The Company will endeavour to address all substantial and relevant questions received from members prior to the AGM via SGXNet and on the corporate website or during the AGM through the Live Webcast. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The responses from the Board and the Management of the Company shall thereafter be published on SGXNet, together with the minutes of AGM, within one (1) month after the conclusion of the AGM.

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## 3. Voting by Proxy

- (a) **A member will not be able to vote through the Live Webcast.** If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <https://www.ktl.group>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the proxy forms will NOT be despatched to members.
- (b) Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- (c) The Chairman of the AGM, as proxy, need not be a member of the Company.
- (d) The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
- (i) if submitted by post, be lodged at the registered office of the Company at 18 Boon Lay Way, #10-139 Tradehub 21, Singapore 609966; or
  - (ii) if submitted electronically via email, be submitted to the Company's email at [shareholders@ktl.group](mailto:shareholders@ktl.group),
- in each case, by **11.00 a.m. on 22 September 2021** (the "**Proxy Deadline**"), being 48 hours before the time appointed for holding the AGM, and in default the AGM Proxy Form for the AGM shall not be treated as valid.
- (e) Investors who hold their shares through relevant intermediaries<sup>1</sup> (including CPFIS and SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks/SRS Operators or depository agents) to submit their voting instructions by **5.00 p.m. on 15 September 2021** (being seven (7) working days before the AGM) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf no later than the Proxy Deadline.
- (f) **In view of the current COVID-19 situation and the related safe distancing measures, members are strongly encouraged to submit their completed proxy form electronically via email.**
- (g) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where the instrument appointing the Chairman of the AGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
- (h) The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman as proxy).
- (i) In the case of members of the Company whose shares are entered against his/her names in the Depository Register, the Company may reject any proxy form submitted if such members are not shown to have shares entered against his/her names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time appointed for holding this AGM as certified by The Central Depository (Pte) Limited to the Company.

## 4. FY2020 Annual Report

The Company's Annual Report 2020, together with this Notice and the Proxy Form has been published and may be accessed at the Company's website at the Company's website at the URL <https://www.ktl.group>, and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Annual Report will NOT be despatched to members.

1 A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap.19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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## Personal Data Privacy

"Personal data" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name and your proxy's and/or representative's name, address and NRIC/Passport number. By submitting (a) details for the registration to observe the proceeding of the AGM via Live Webcast, or (b) the Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (c) any questions prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) Processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) Addressing relevant and substantial questions from members received before the AGM and if necessary, following-up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. Accordingly, the member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.