

NUTRYFARM INTERNATIONAL LIMITED

(Company Registration Number: 32308)

(Incorporated in Bermuda)

GRANT OF EXTENSION OF TIME IN RELATION TO RULE 705(1) AND 707(1) OF THE LISTING MANUAL

The Board of Directors (the "**Board**") of NutryFarm International Limited (the "**Company**") refers to the announcement by the Company dated 24 November 2020 (the "**Announcement**") in relation to its application to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for (i) an extension of time till 29 December 2020 to comply with Rule 705(1) of the Listing Manual to announce its unaudited full year financial statements for the financial year ended 30 September 2020; (ii) an extension of time till 28 February 2021 to comply with Rule 707(1) of the Listing Manual to hold its Annual General Meeting for its financial year ended 30 September 2020; and (iii) for a corresponding extension of the time that the Company may issue its annual report to shareholders and SGX-ST by 14 February 2021 to comply with Rule 707(2) of the Listing Manual.

As stated earlier in the Announcement, the reasons for seeking extensions of time under Rules 705(1) and 707(1) of the Listing Manual are as follows:

- (a) The Company has faced much practical difficulties in the preparation of its financial statements due to the COVID-19 pandemic which has resulted in the Company's finance team being unable to operate at full capacity.
- (b) The revision of the Company's financial year end from 31 March to 30 September earlier this year has resulted in a considerable increase in the workload of the finance team of the Company and its subsidiaries (the "**Group**").
- (c) The Company's main operating subsidiary in China, Nutryfarm (Chengdu) Biomedicine Limited ("**NF Chengdu**"), situated in the Sichuan province, has been under various restrictions and has faced various constraints, some of which are listed below:
 - i. According to the guidelines introduced by the Chengdu Municipal Health Commission on 14 June 2020 (the "**Community Requirements**"), the community of Chengdu Gaoxin District (the "**Community**") required, *inter alia*, social distancing of at least 2 metres between each individual and between each work cubicle, thereby resulting in a significantly reduced working capacity of the NF Chengdu office as no more than half of the staff could be present in the office at any point in time.
 - ii. The Community Requirements are currently still being observed and NF Chengdu therefore continues to face a shortage of human resource which has severely impacted preparations of the unaudited financial statements, and for the annual audit.
 - iii. The National Day Golden Week Holiday from 1 October 2020 to 8 October 2020 further tightened the time constraints faced by the Group.
 - iv. The finance manager of NF Chengdu, who is key in preparing the audit schedules and the update of financial data was taken ill in the middle of October and had only returned to work on 15 November 2020. A replacement was not feasible in light of the travel restrictions which included a mandatory 14-day quarantine period.
- (d) The Company's suppliers and customers across China have been faced with (and are still facing some of these) similar restrictions as those faced by NF Chengdu. It has therefore been challenging for the Group to consolidate and verify the information required for the financial statements and audit process, with its business partners.
- (e) As the Group has subsidiaries operating across various jurisdictions including China and Hong Kong, the consolidation of the unaudited financial statements of these subsidiaries, as required for the preparation of the Company's full year financial statements, has been

extremely challenging in view of the various restrictions put in place by the relevant jurisdictions in response to the COVID-19 pandemic.

- (f) The auditors' physical access to financial records has been greatly constrained, and remote access to such records may not always be feasible despite the Company's best efforts to digitalize the necessary documents.
- (g) In view of the above, the Company anticipates that it will not be able to release its unaudited full-year financial statements for the financial year ended 30 September 2020, by 29 November 2020.
- (h) In light of the foregoing, the auditors will need additional time to complete the audit process, and to work with the management of the Company to finalise the financial statements. The Company anticipates that, as a result of this, it will not be able to prepare its annual report with the full audited financial results by 17 January 2021.

On 22 December 2020, the SGX-ST advised that based on the Company's submissions and representations to the SGX-ST, it has no objections to the Company's application for the extension of time to 29 December 2020 and 28 February 2021 (the "**Waiver**"), subject to the following (the "**Waiver Conditions**") :-

- a. the Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Mainboard Listing Rule 107 and if the Waiver conditions have been satisfied. If the Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met;
- b. submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company;
- c. the Company despatching its FY2020 annual report by 13 February 2021; and
- d. the Company convening the FY2020 annual general meeting by 28 February 2021.

The Company has not applied to any relevant regulatory authority in Bermuda in connection with the Waiver as this is not required under Bermuda law.

The Company and the Board of Directors confirm that:

- a. the Company is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company;
- b. the Waiver will not contravene any laws and regulations governing the Company and the bye-laws of the Company; and
- c. the Company has complied with items (a) and (b) of the Waiver Conditions above, and will be complying with items (c) and (d) of the Waiver Conditions accordingly.

BY THE ORDER OF THE BOARD

Luk Chung Po, Terence
Chief Executive Officer and Executive Director
23 December 2020