



RECEIPT OF NOTIFICATION OF DELISTING

The Board of Directors (the “**Board**”) of Regal International Group Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Company has received a notification of delisting dated 27 March 2024 from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Delisting Notification**”).

In the Delisting Notification, the SGX-ST has informed the Company of the following:

1. On 8 February 2021, the Company announced that its statutory auditor, RSM Chio Lim LLP (“**RSM**”) issued a disclaimer of opinion on its audited financial statements for the financial year ended 31 December 2019 (“**FY2019**”). Its basis for disclaimer of opinion includes, amongst others, insufficient appropriate audit evidence on the business rationale and commercial substance for the disposal of the Company’s wholly-owned subsidiary, Upright Strategy Sdn Bhd to Twin Revenue Sdn Bhd (“**Twin Revenue**”), a substantial shareholder of the Company (the “**Disposal**”). RSM also expressed a material uncertainty related to going concern.
2. Arising from the disclaimer of opinion, Singapore Exchange Regulation (“**SGX RegCo**”) issued the Company two Notices of Compliance on 29 March 2021 and 8 November 2022 to direct the commission of an independent review into the Disposal, as well as all transactions involving the Company and Twin Revenue. Trading in the shares of the Company has also been suspended since 30 March 2021 pursuant to Listing Rule 1303(5) under SGX RegCo’s directive due to the audit opinion for FY2019 as well as a lack of indication of whether and when the Company would be able to announce its financial statements for the first quarter ended 31 March 2020 and subsequent financial statements.
3. Deloitte & Touche Financial Advisory Services Pte. Ltd (“**Deloitte**”) was subsequently appointed as the independent reviewer on 28 July 2021 and issued its report on 29 September 2023. Various potential listing rules breaches were noted in Deloitte’s report.
4. In conjunction with the conclusion of the independent review, SGX RegCo issued a regulatory announcement which required the Company to provide clarity in their financial position, including the convening of annual general meetings to approve its outstanding financial statements, and rectification of the internal control weaknesses highlighted in the report (the “**Regulatory Announcement**”).
5. Notwithstanding so, the Company has not been promptly announcing its financial statements since the Regulatory Announcement issued on 29 September 2023. These non-compliances include:
 - a. failure to announce the Company’s interim financial statements for the quarter ended 30 June 2021 and subsequent financial statements. The latest set of interim financial statements for the quarter ended 31 March 2021 was announced on 27 January 2022;
 - b. failure to hold the Company’s annual general meeting for the financial year ended 31 December 2020 and the subsequent financial years. The last annual general meeting for FY2019 was held on 24 February 2021; and
 - c. failure to appoint any statutory auditor since the resignation of the Company’s former auditor, RSM in February 2021.

6. In addition, the Company has not provided any updates on its progress of rectifying the internal control weaknesses identified in Deloitte's report.
7. Sufficient time has been given to the Company to comply with the Listing Rules and the directives stated in the Regulatory Announcement. However, the Company failed to comply with the Listing Rules as set forth in paragraph 5 above and also did not demonstrate sufficient efforts to comply with the requirements with a view to resuming trading. In this regard, the SGX-ST will proceed to delist the Company pursuant to Listing Rule 1305(1).
8. Pursuant to Listing Rule 1306, the Company or its controlling shareholder(s) must comply with Listing Rule 1309, which requires the Company or its controlling shareholder(s) to provide a fair and reasonable exit offer to the shareholders. The Company is requested to inform the SGX-ST of the exit offer proposal as soon as practicable and no later than one (1) month from the date of the Delisting Notification. The Company will provide updates via SGXNet on the status of the Company's exit offer proposal.
9. The suspension in trading of the Company's shares shall remain in effect until completion of the exit offer, following which the Company will be delisted.
10. In the event that the SGX-ST's directive on the exit offer is not complied with, SGX RegCo reserves the right to take disciplinary action against the Company and/or any relevant person(s) for breaches of the Listing Rules stated in the Delisting Notification as well as those highlighted in Deloitte's report.

The Board is currently reviewing the Notification and intends to make an appeal to SGX RegCo.

The Company will keep shareholders informed of any developments in this regard and will continue to keep shareholders updated on any material developments as and when appropriate.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders are also advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board of
Regal International Group Ltd

Su Chung Jye
Executive Chairman, Executive Director and Chief Executive Officer
27 March 2024