



KTL GLOBAL LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of KTL Global Limited (the "**Company**") will be held at 71 Tuas Bay Drive, Singapore 637430 on 1 February 2018 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

Ordinary Resolution 1

PROPOSED DISPOSAL OF 12,000 SHARES IN THE COMMON STOCK OF DAE KWANG CO. LTD., REPRESENTING 20.0% OF ITS ISSUED AND OUTSTANDING CAPITAL STOCK (THE "PROPOSED DISPOSAL")

That:

- (a) approval be and is hereby given for the disposal by the Company of 12,000 shares in the common stock of Dae Kwang Co. Ltd. at the consideration of US\$1.5 million (approximately S\$2.1 million), to Kwon Sung Sil, on the terms and subject to the conditions of the sale and purchase agreement dated 16 August 2017 entered into between the parties; and
- (b) the directors of the Company and each of them be and are hereby authorised and empowered to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, expedient, desirable or in the interests of the Company to give effect to this resolution or the transactions contemplated by the Proposed Disposal.

Ordinary Resolution 2

PROPOSED ALLOTMENT AND ISSUE OF 26,143,791 NEW ORDINARY SHARES TO TAN TOCK HAN, A DIRECTOR AND CONTROLLING SHAREHOLDER OF THE COMPANY, AT THE PRICE OF S\$0.03825 PER SHARE

That:

- (a) the allotment and issue of 26,143,791 new ordinary shares to Tan Tock Han, the Executive Chairman and Controlling Shareholder of the Company, at an issue price of S\$0.03825 per share on the terms and subject to the conditions of the subscription agreement dated 14 September 2017 entered into between the Company and Tan Tock Han, be and is hereby approved; and
- (b) the directors of the Company (other than Tan Tock Han, Tan Kheng Kuan and Cheong Hooi Kheng) and each of them be and are hereby authorised and empowered to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, expedient, desirable or in the interests of the Company to give effect to this resolution.

By Order of the Board

Ng Kok Peng

Company Secretary

Singapore, 17 January 2018

Notes:-

- (i) Unless otherwise permitted under the Companies Act, Chapter 50 (the "**Companies Act**"), member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- (iii) A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- (iv) If the member is a corporation, the instrument appointing the proxy must be under its common seal or signed by its duly authorised officer or attorney.
- (v) The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 71 Tuas Bay Drive, Singapore 637430 not less than 48 hours before the time appointed for holding the EGM.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.