

CIRCULAR DATED 17 JANUARY 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

If you have sold or transferred all your ordinary shares in the capital of KTL Global Limited (the “**Company**”) held through The Central Depository (Pte) Ltd (the “**CDP**”), you need not forward this Circular to the purchaser or the transferee as arrangements will be made by the CDP for a separate Circular to be sent to the purchaser or the transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.



(Incorporated in the Republic of Singapore on 19 March 2007)
(Company Registration Number 200704519M)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (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; AND**
- (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**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	30 January 2018 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	1 February 2018 at 10.00 a.m.
Place of Extraordinary General Meeting	:	71 Tuas Bay Drive Singapore 637430

CONTENTS

	Page
DEFINITIONS	1
LETTER TO SHAREHOLDERS	5
1. Introduction	5
2. Details of the Proposed Disposal	6
3. Details of the Proposed Subscription	11
4. Interests of the Directors and Controlling Shareholders	16
5. Directors' and Substantial Shareholders' Interests	17
6. Statement from the Audit Committee	17
7. Directors' Recommendations	18
8. Extraordinary General Meeting	18
9. Abstention from Voting	18
10. Action to be taken by Shareholders	19
11. Directors' Responsibility Statement	19
12. Documents Available for Inspection	19
NOTICE OF EXTRAORDINARY GENERAL MEETING	20
PROXY FORM	

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

"1Q2018"	:	The three-month period ended 30 September 2017
"Associate"	:	(a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more (b) In relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"Audit Committee"	:	The audit committee of the Company for the time being
"Board"	:	The board of Directors of the Company for the time being
"Business Day"	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
"CDP"	:	The Central Depository (Pte) Limited
"Companies Act"	:	Companies Act (Chapter 50) of Singapore, as may be amended, varied or supplemented from time to time
"Company"	:	KTL Global Limited
"Completion"	:	The completion of the sale and purchase of the Sale Shares subject to the terms and conditions of the Sale and Purchase Agreement

DEFINITIONS

“Completion Date”	:	The date falling six months from the Execution Date or any day to be agreed upon between the Company and the Purchaser, which in any event shall not be later than six months from the Execution Date
“Consideration”	:	The purchase consideration for the Sale Shares
“Controlling Shareholder”	:	A person who: (a) holds, directly or indirectly, 15% or more of the total number of voting Shares (excluding treasury shares and subsidiary holdings) in the Company; or (b) in fact exercises control over the Company
“Dae Kwang”	:	Dae Kwang Co. Ltd.
“Debt”	:	The outstanding debt of S\$1,000,000 owed by the Group to the Subscriber, which arose from a loan, bearing interest at the rate of 5.0% per annum, granted by the Subscriber to the Group for its working capital, pursuant to a loan agreement dated 23 August 2016
“Director”	:	A director of the Company for the time being
“EGM”	:	The extraordinary general meeting of the Company, notice of which is set out on page 20 of this Circular
“Execution Date”	:	16 August 2017, being the date on which the Sale and Purchase Agreement was executed
“FY”	:	Financial year ended, or as the case may be, ending 30 June
“Group”	:	The Company and its subsidiaries, collectively
“Independent Directors”	:	The independent Directors for the purposes of the Proposed Subscription, namely Mark Gareth Joseph Beretta, Lim Yeow Hua @ Lim You Qin and Wong Fook Choy Sunny as at the Latest Practicable Date
“Independent Shareholders”	:	Shareholders other than the Subscriber, his Associates and their respective nominees
“Latest Practicable Date”	:	12 January 2018, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as may be amended, varied or supplemented from time to time

DEFINITIONS

“LPS”	:	Loss per Share
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“New Shares”	:	An aggregate of 26,143,791 new Shares in the capital of the Company to be issued subject to the terms and conditions of the Subscription Agreement
“NTA”	:	Net tangible assets
“Proposed Disposal”	:	The proposed disposal by the Company of the Sale Shares to the Purchaser, subject to the terms and conditions of the Sale and Purchase Agreement
“Proposed Subscription”	:	The proposed subscription of the New Shares by the Subscriber at the Subscription Price subject to the terms and conditions of the Subscription Agreement
“Purchaser”	:	Kwon Sung Sil, who is the president of Dae Kwang and the holder of 36,000 shares in the common stock of Dae Kwang, representing 60% of its issued and outstanding capital stock
“Sale and Purchase Agreement”	:	The sale and purchase agreement dated 16 August 2017 in relation to the Proposed Disposal
“Sale Shares”	:	12,000 shares in the common stock of Dae Kwang, representing 20.0% of its issued and outstanding capital stock
“SFA”	:	Securities and Futures Act, Chapter 289 of Singapore, as may be amended, varied or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP are credited with the Shares
“Share Pledge Agreement”	:	The share pledge agreement dated 16 August 2017 in relation to the Proposed Disposal
“Shares”	:	Ordinary shares in the capital of the Company

DEFINITIONS

“Subscriber”	:	Tan Tock Han, the Executive Chairman and Controlling Shareholder of the Company, further information of whom is set out in Section 3.2 of this Circular
“Subscription Agreement”	:	The subscription agreement dated 14 September 2017 entered into between the Company and the Subscriber in connection with the Proposed Subscription
“Subscription Price”	:	The price of S\$0.03825 per New Share payable by the Subscriber pursuant to the Subscription Agreement
“Substantial Shareholder”	:	A person who holds directly or indirectly 5% or more of the total number of voting Shares (excluding treasury shares) in the capital of the Company
“S\$” and “cents”	:	Singapore dollars and cents respectively
“US\$”	:	United States dollar
“%” or “percent”	:	Percentage or per centum

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act, the SFA or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the sum of listed amounts and the totals thereof shown are due to rounding.

LETTER TO SHAREHOLDERS

KTL GLOBAL LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200704519M)

Directors:

Mr Tan Tock Han (Executive Chairman)
Mr Tan Kheng Kuan (Chief Executive Officer)
Mr Mark Gareth Joseph Beretta (Executive Director)
Mr Lim Yeow Hua @ Lim You Qin (Lead Independent Director)
Mdm Cheong Hooi Kheng (Non-Executive Director)
Mr Wong Fook Choy Sunny (Independent Director)

Registered Office:

71 Tuas Bay Drive
Singapore 637430

17 January 2018

To: The Shareholders of KTL Global Limited

Dear Sir/Madam

- (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; AND**
- (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**

1. INTRODUCTION

1.1 The Proposed Disposal

On 16 August 2017, it was announced that the Company had entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Company agreed to dispose of the Sale Shares to the Purchaser. Upon the Completion of the Proposed Disposal, if approved by the Shareholders, the Company will cease to have any interest in Dae Kwang.

1.2 The Proposed Subscription

On 14 September 2017, the Company announced that it had entered into the Subscription Agreement with the Subscriber, who is the Executive Chairman and Controlling Shareholder of the Company and the father of Tan Kheng Kuan, the Chief Executive Officer of the Company. Pursuant to the Subscription Agreement, the Company will allot and issue the New Shares to the Subscriber at the Subscription Price, and the aggregate Subscription Price shall be set off against the Debt. The issue of the New Shares shall constitute full settlement of the Debt, excluding any interest, owed to the Subscriber.

LETTER TO SHAREHOLDERS

1.3 The EGM and Circular

The Directors of the Company are convening the EGM to be held on 1 February 2018 to seek Shareholders' approval for:

- (a) the Proposed Disposal, which constitutes a major transaction as defined in Chapter 10 of the Listing Manual; and
- (b) the proposed allotment and issue of an aggregate of 26,143,791 New Shares pursuant to the Proposed Subscription, which requires specific approval from the Independent Shareholders pursuant to Rules 804 and 812 of the Listing Manual.

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Disposal and the Proposed Subscription, and to seek Shareholders' approval at the forthcoming EGM.

2. DETAILS OF THE PROPOSED DISPOSAL

2.1 Background

Pursuant to the Sale and Purchase Agreement, the Company shall sell as legal and beneficial owner and the Purchaser shall purchase the Sale Shares, free from all encumbrances and together with all rights, dividends, entitlements and advantages as of and including the Completion Date, subject to the terms and conditions therein.

The Purchaser is the president of Dae Kwang and the holder of 36,000 shares in the common stock of Dae Kwang, representing 60% of its issued and outstanding capital stock.

Upon the Completion of the Proposed Disposal, if approved by the Shareholders, the Company will cease to have any interest in Dae Kwang. The Company will not be entering into any service contracts with any persons pursuant to the Proposed Disposal.

2.2 Information on Dae Kwang

Dae Kwang is a company registered in Korea and is engaged in the manufacturing and supply of lifting and rigging hardware, steel wire rope, heavy lift slings, deep water mooring systems and emergency towing systems, deck machinery and winch systems. Dae Kwang also provides mooring and spooling services which include load testing, inspection and class certification as well as rental of equipment.

Dae Kwang has a customer base of international and local customers which includes shipyards in Korea, ship owners, industrial plants and crane manufacturers. Dae Kwang has been accredited with the ISO 9001:2000, ISO 14001, OHSAS 18001 certifications.

Dae Kwang's head office is located in Nam Ku, Ulsan, Korea.

As at the Latest Practicable Date, the shareholders of Dae Kwang are the Purchaser (60.0%), the Company (20.0%) and Lee Sangkyung (20.0%), an unrelated third party. The directors of Dae Kwang are the Purchaser and Lee Sangkyung.

LETTER TO SHAREHOLDERS

2.3 Rationale for the Proposed Disposal and use of proceeds

The Company acquired Dae Kwang on 23 December 2015 and the acquisition was deemed a “discloseable transaction” under Rule 1010 of the Listing Manual as the relative figure under Rule 1006(c) exceeded 5% but did not exceed 20%. The Directors believed that the acquisition of Dae Kwang would enable the Group to gain a major foothold in South Korea and serve as a springboard to expand its business into the North Asian region. The Directors also believed that the acquisition would provide an opportunity for the Group to leverage the synergies between both companies and to extend its capabilities.

For the financial year ended 31 December 2015, Dae Kwang registered a net profit of approximately S\$0.2 million. However, since then, the Company has been incurring losses in relation to its investment in Dae Kwang. In this regard, the Group’s share of losses in Dae Kwang accounted for approximately 2.6% of the net loss of the Group in FY2016. In FY2017, the Group’s share of profits in Dae Kwang of approximately S\$44,000 was due to a special gain on disposal of tangible assets as Dae Kwang incurred operating losses. An impairment loss of S\$3.4 million was recognised by the Group in FY2017 in respect of the investment in Dae Kwang, based on the difference between the amount the Group is able to recover from its investment in Dae Kwang (based on the Consideration for the Proposed Disposal of US\$1.5 million) and the carrying amount of the investment in Dae Kwang. No other impairment was previously recognised in respect of the investment in Dae Kwang. As at 30 April 2017, Dae Kwang remained in an operating loss-making position.

In view of the weak financial performance of Dae Kwang and the expectation that the oil and gas market will remain challenging in the next twelve months, the Board is of the view that continued investment in the Dae Kwang is unlikely to provide any positive returns in the foreseeable future. After careful deliberation, the Board believes that the Proposed Disposal will be in the best interests of the Group as it will enable the Company to dispose of an underperforming asset for valuable consideration, focus on its profitable operations and other business initiatives, and improve the cash flow of the Group.

The net proceeds, after deducting all cost and expenses associated with the Proposed Disposal, will be utilised as working capital for the Group. The Company will incur a loss of approximately S\$3.4 million over the book value of the Sale Shares of approximately S\$5.5 million as at 30 June 2017.

2.4 Principal terms of the Proposed Disposal

The principal terms of the Proposed Disposal are set out below.

2.4.1 Consideration

The Consideration for the Proposed Disposal shall be US\$1.5 million (approximately S\$2.1 million), payable as follows:

- (a) US\$1.0 million refundable deposit within five weeks of the Execution Date, upon which the Company will pledge 8,000 Sale Shares in favour of the Purchaser pursuant to the Share Pledge Agreement; and
- (b) US\$0.5 million, within six months from the Execution Date.

LETTER TO SHAREHOLDERS

2.4.2 Basis for the Consideration

The Consideration was arrived at pursuant to negotiations between the Company and the Purchaser on a willing-seller and willing-buyer basis, taking into consideration the Group's 20% share in Dae Kwang's net tangible assets value of approximately US\$1.14 million as at 30 April 2017, based on its unaudited financial statements.

An independent valuation was not conducted for the Proposed Disposal. The Board is satisfied that the net tangible assets of Dae Kwang is representative of the market value of the Sale Shares, as the underlying assets of the Dae Kwang comprise mainly fixed assets, receivables and cash. The Board is of the view that the market value of these assets is not significantly different from Dae Kwang's book value.

The Group is looking to liquidate some of its assets to fund its operations. A valuation report may reflect the market value of the assets, but may not be helpful to a group that is cash strapped. The cost of commissioning a valuation report would also result in the outflow of cash from the Group.

2.4.3 Condition Precedent

The Completion is conditional upon the approval of the Shareholders being obtained for the Proposed Disposal.

2.4.4 Shareholders' Agreement

In conjunction with the Completion, the shareholders' agreement dated 4 June 2015 which was entered into between the Company, the Purchaser and Lee Sangkyung will be terminated.

2.4.5 Completion

Subject to the approval of the Shareholders, Completion for the Proposed Disposal is scheduled to take place on the day falling six months from the Execution Date or any day to be agreed upon between the Company and the Purchaser, which in any event shall not be later than six months from the Execution Date.

LETTER TO SHAREHOLDERS

2.5 Relative figures under Rule 1006 of the Listing Manual in relation to the Proposed Disposal

Based on the audited financial statements of the Group for FY2017 and the unaudited financial statements of the Group for 1Q2018 as announced on 3 November 2017, the relative figures computed on the bases set out in Rule 1006 of the Listing Manual in relation to the Proposed Disposal are as follows:–

	FY2017/ As at 30 June 2017⁽¹⁾	1Q2018/ As at 30 September 2017
<u>Rule 1006(a)</u>		
Net asset value of the assets to be disposed of, compared with the Group's net asset value		
Net asset value of the Sale Shares as at the end of the period (S\$'000)	2,068	722 ⁽²⁾
Equity attributable to equity holders of the Company as at the end of the period (S\$'000)	70	(2,318)
Size of relative figure	2,954.29%	(31.1)%
<u>Rule 1006(b)</u>		
Net profits attributable to the assets disposed of, compared with the Group's net profits		
Net loss attributable to the Sale Shares for the period (S\$'000)	(3,441)	– ⁽³⁾
Net loss attributable to the equity holders of the Company for the period (S\$'000)	(29,610)	(2,322)
Size of relative figure	11.6%	–
<u>Rule 1006(c)</u>		
Aggregate value of the consideration received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares		
Value of the Consideration received (S\$'000)	2,068	2,068
The Company's market capitalisation as at 15 August 2017, based on the total number of issued shares excluding treasury shares (S\$'000)	7,940 ⁽³⁾	7,940 ⁽⁴⁾
Size of relative figure	26.0%	26.0%
<u>Rule 1006(d)</u>		
Number of equity securities issued by the Company as consideration for the acquisition, compared with the number of equity securities previously in issue	Not applicable	Not applicable
Size of relative figure	Not applicable	Not applicable
<u>Rule 1006(e)</u>		
Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves	Not applicable	Not applicable
Size of relative figure	Not applicable	Not applicable

LETTER TO SHAREHOLDERS

Notes:–

- (1) The relative figures calculated based on the audited financial statements of the Group for FY2017 have been included solely as additional information.
- (2) On 20 September 2017, the Group collected a refundable deposit of US\$1.0 million from the Purchaser.
- (3) The Sale Shares were classified as non-current assets held for sale on 30 June 2017, as it was highly probable that the Sale Shares would be immediately disposed of in its present condition. The Company was committed to the Proposed Disposal, thus qualifying it for recognition as a completed sale within one year from the date of classification. In accordance with the Singapore Financial Reporting Standards, an entity shall discontinue the use of the equity method from the date its investment ceases to be an associate. Therefore, when the Sale Shares were classified as non-current assets held for sale in FY2017, the Group's loss attributable to the Sale Shares was fully recognised and further share of net loss attributable to the Sale Shares were no longer recognised in 1Q2018.
- (4) The existing number of Shares (excluding treasury shares) is 240,610,273. Based on the volume weighted average price of the Shares of S\$0.033 traded on the SGX-ST on 15 August 2017, being the last market day preceding the date of the Sale and Purchase Agreement.

As the relative figure under Rule 1006(c), computed based on the latest unaudited financial statements of the Group for 1Q2018, exceeds 20% but does not exceed 100%, the Proposed Disposal is deemed a “major transaction” under Rule 1014 of the Listing Manual and is subject to approval of the Shareholders at the EGM.

2.6 Financial effects of the Proposed Disposal

2.6.1 Assumptions

The pro forma financial effects of the Proposed Disposal set out below are theoretical in nature and purely for illustration purposes only and they do not reflect the actual future financial position and/or results of the Company or the Group after the Completion of the Proposed Disposal.

The pro forma financial effects of the Proposed Disposal are calculated based on the Consideration of S\$2.1 million and the latest audited consolidated financial statements of the Group for FY2017.

2.6.2 Share Capital

There will not be any change in the issued share capital of the Company as a result of the Proposed Disposal.

2.6.3 NTA

Assuming that the Proposed Disposal had been effected at the end of FY2017, the effect of the Proposed Disposal on the NTA of the Group is as follows:–

	Before the Proposed Disposal	After the Proposed Disposal
NTA as at 30 June 2017 (S\$'000)	70	70
Number of Shares in issue ('000)	240,610,273	240,610,273
NTA per Share as at 30 June 2017 (cents)	0.03 ⁽¹⁾	0.03 ⁽¹⁾

Note:–

- (1) The Proposed Disposal has no effect on the NTA per Share as at 30 June 2017 as the loss incurred in respect of the Proposed Disposal had been recognised as impairment loss in FY2017.

LETTER TO SHAREHOLDERS

2.6.4 LPS

Assuming that the Proposed Disposal had been effected at the beginning of FY2017, the effect of the Proposed Disposal on the LPS of the Group is as follows:–

	Before the Proposed Disposal	After the Proposed Disposal
Net loss attributable to owners of the parent for FY2017 (S\$'000)	(29,610)	(29,610)
Weighted average number of Shares – basic/diluted ('000)	240,610,273	240,610,273
LPS for FY2017 – basic/diluted ⁽¹⁾ (cents)	(12.3)	(12.3)

Note:–

(1) Both basic and diluted LPS are the same as there were no dilutive Share equivalents outstanding during FY2017.

2.6.5 Gearing

There will not be any change in the total financial borrowings of the Group as a result of the Proposed Disposal.

3. DETAILS OF THE PROPOSED SUBSCRIPTION

3.1 **Background**

On 14 September 2017, the Company announced that it had entered into the Subscription Agreement with the Subscriber, who is the Executive Chairman and Controlling Shareholder of the Company and the father of Tan Kheng Kuan, the Chief Executive Officer of the Company.

Pursuant to the Subscription Agreement, the Company will allot and issue the New Shares to the Subscriber at the Subscription Price, and the aggregate Subscription Price shall be set off against the Debt, of which the Company has not repaid any portion. The issue of the New Shares shall constitute full settlement of the Debt, excluding any interest, owed to the Subscriber. The Company shall be making payment for the interest portion of the Debt separately to the Subscriber.

The Debt arose from a loan granted by the Subscriber to the Group for its working capital, pursuant to a loan agreement dated 23 August 2016. The loan is unsecured, has no fixed term of repayment and bears interest at the rate of 5.0% per annum, which was based on the interest rates for secured bank borrowings of the Group, which is 3.0% per annum above the monthly SIBOR rate. It was drawn down in two tranches in August 2016 and was used by the Group for its working capital purposes, in particular, for payment of rental, suppliers and other operating expenses.

The actual percentage of the Debt based on the Group's audited net tangible assets as at 30 June 2016 of S\$30.2 million was 3.3%. Pursuant to Rule 909(3) of the Listing Manual, in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing, which in this circumstance, amounted to S\$50,000 per annum. Such value did not exceed 3% of the Group's audited net tangible assets as at

LETTER TO SHAREHOLDERS

30 June 2016. Save for the Debt, the Group has not entered into any other interested person transaction with the Subscriber.

The New Shares represent 10.8% of the issued share capital of the Company comprising 242,525,228 Shares as at the Latest Practicable Date and 9.7% of the enlarged share capital comprising 268,669,019 Shares immediately after the completion of the Proposed Subscription.

The New Shares are offered to the Subscriber through a private placement in reliance on the exemption from prospectus requirements under Section 272B of the SFA.

3.2 Information on the Subscriber

Tan Tock Han is the Executive Chairman and Controlling Shareholder of the Company. He is involved in formulating the Group's strategic direction and expansion plans, and managing its overall business development. As one of the founders, he has played a pivotal role in the Group's growth and development. Tan Tock Han has more than 40 years of experience in the offshore, oil and gas and marine industries. He is also Vice President of the social service committee of the Singapore Hokkien Huay Kuan, Vice Chairman of Singapore Kim Mui Huay Kuan, Honorary Council Member of the Singapore Chinese Chamber of Commerce, Honorary Treasurer of Singapore Thong Chai Medical Institution and Council Member of the Singapore Federation of Chinese Clan Associations.

3.3 Rationale for the Proposed Subscription and use of proceeds

As at the Latest Practicable Date, the Group owed the Subscriber a sum of S\$1,000,000, arising from a loan granted by the Subscriber to the Group for working capital purposes. The Company and the Subscriber have agreed that the Company shall allot and issue the New Shares as full and final repayment of the Debt (excluding any interest) and have entered into the Subscription Agreement.

The Company believes that the Proposed Subscription will allow the Group to reduce its debts, conserve cash resources and strengthen the capital base of the Company. This will enable the Group to be in a better strategic position to consolidate its financial resources to ensure long-term sustainability of the Group and to support the Group's business activities.

There will not be any cash proceeds from the Proposed Subscription as the New Shares will be allotted and issued in settlement of the Debt, excluding any interest, owed by the Group to the Subscriber.

3.4 Principal terms of the Proposed Subscription

3.4.1 Subscription Price

The Subscription Price, being S\$0.03825, represents a discount of approximately 15.0% to the volume weighted average price of the Shares for trades done on the SGX-ST on 11 September 2017, being the last Market Day on which trades were done prior to the signing of the Subscription Agreement on 14 September 2017. The trades done on the SGXT-ST on 11 September 2017 were used as there were no trades done on the Shares for 12 September 2017 and 13 September 2017.

LETTER TO SHAREHOLDERS

The Subscription Price was arrived at based on a willing buyer-willing seller basis, taking into consideration the historical trading price of the Shares in the preceding month before the signing of the Subscription Agreement. It is expected that the oil and gas market will remain challenging for the next twelve months. Therefore, a discount was offered to the Subscriber as an incentive for him to accept repayment of the loan in the form of the Shares.

The Subscription Price represents a discount of approximately 3.1% to the volume weighted average price of the Shares of \$0.0395 for trades done on the SGX-ST for the period between 14 August 2017 and 13 September 2017, being the month preceding the signing of the Subscription Agreement. The volume weighted average price of the Shares for trades done on the SGX-ST on 11 September 2017 was significantly higher at S\$0.045 as compared to the volume weighted average price of the Shares of S\$0.0395 for trades done on the SGX-ST in the month preceding the signing of the Subscription Agreement. The Company therefore considered the historical trading price for trades done on the SGX-ST in the preceding month before the signing of the Subscription Agreement, to better reflect the value of the Shares.

The Subscription Agreement and the Subscription Price were approved by the Audit Committee via written resolutions on 14 September 2017.

3.4.2 New Shares rank *pari passu*

The New Shares shall be issued free from all claims, mortgages, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with existing Shares, provided that they shall not rank for any entitlements, distributions, dividends or rights, the record date in respect of which falls before the date of issue of the New Shares.

3.4.3 Conditions precedent

The completion of the Subscription is conditional, *inter alia*, upon:–

- (a) the approval for the allotment and issue of the New Shares to the Subscriber being obtained from the Shareholders and not having been revoked;
- (b) the in-principle approval for the listing and quotation of the New Shares being obtained from the SGX-ST and not having been revoked or amended and, where such approval is subject to conditions, such conditions being acceptable to the Company and to the extent that such conditions for the listing and quotation of the New Shares on the Main Board of the SGX-ST are required to be fulfilled on or before the date of completion of the Proposed Subscription, they are so fulfilled;
- (c) the allotment, issue and subscription of the New Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Subscription Agreement by any legislative, executive or regulatory body or authority of Singapore which is applicable to the Company or the Subscriber;
- (d) on the date of completion of the Proposed Subscription, the undertakings and warranties of the Company and the Subscriber contained in the Subscription Agreement being true, accurate and correct in all material respects as if made on such date, with reference to the then existing circumstances and the Company and the Subscriber having performed in all material respects all of their respective obligations hereunder to be performed on or before such date; and

LETTER TO SHAREHOLDERS

- (e) the trading of the issued Shares on the Main Board of the SGX-ST not being suspended by the SGX-ST (other than a suspension on a temporary basis requested by the Company) and the issued Shares not having been delisted from the SGX-ST as at the date of completion of the Proposed Subscription.

If any of the above conditions is not satisfied on or before 31 December 2017 or such other date as the parties may agree, the Subscription Agreement shall *ipso facto* cease and determine thereafter and none of the parties shall have any claim against the other for costs, expenses, damages, losses, compensation or otherwise.

The Company has, on 11 January 2018, obtained the in-principle approval of the SGX-ST for the listing and quotation of the New Shares on the SGX-ST, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) Shareholders' approval for the Proposed Subscription; and
- (c) a written undertaking from the Company that it will comply with Rule 803 of the Listing Manual.

The in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Proposed Subscription, the New Shares, the Company and/or its subsidiaries.

3.5 Financial effects of the Proposed Subscription

3.5.1 Assumptions

The financial effects of the Proposed Subscription presented below:

- (a) **are for illustration purposes only and do not reflect the actual financial effects of the Proposed Subscription or the actual future financial position and/or results of the Group after the completion of the Proposed Subscription;** and
- (b) are based on the audited financial statements of the Group for FY2017.

3.5.2 Share capital

The effect of the Proposed Subscription on the issued share capital of the Company as at the Latest Practicable Date is as follows:–

	Before the Proposed Subscription	After the Proposed Subscription
Number of issued Shares	242,525,228	268,669,019
Number of issued Shares held as treasury shares	1,914,955	1,914,955
Share Capital (S\$)	37,713,921	38,713,921

LETTER TO SHAREHOLDERS

3.5.3 NTA

Assuming that the Proposed Subscription had been effected at the end of FY2017, the effect of the Proposed Subscription on the NTA of the Group is as follows:–

	Before the Proposed Subscription	After the Proposed Subscription
NTA (S\$'000)	70	1,070
Number of issued Shares	242,525,228	268,669,019
NTA per Share (cents)	0.03	0.40

3.5.4 LPS

Assuming that the Proposed Subscription had been effected at the beginning of FY2017, the effect of the Proposed Subscription on the LPS of the Group is as follows:–

	Before the Proposed Subscription	After the Proposed Subscription
Loss attributable to Shareholders (S\$'000)	(29,610)	(29,610)
Number of issued Shares	242,525,228	268,669,019
LPS (cents)	(12.2)	(11.0)

3.5.5 Gearing

Assuming the Proposed Subscription had been completed on 30 June 2017, the effects of the Proposed Subscription on the gearing of the Group as at 30 June 2017 is as follows:–

	Before the Proposed Subscription	After the Proposed Subscription
Total borrowings (S\$'000)	38,860	37,860
Shareholders' funds (S\$'000)	113	1,113
Gearing (times)	343.9	34.0

3.6 Interested person transaction

The Subscriber is the Executive Chairman and Controlling Shareholder of the Company and the father of Tan Kheng Kuan, the Chief Executive Officer of the Company. Pursuant to the Proposed Subscription, the Company will allot and issue 26,143,791 New Shares to the Subscriber, at the Subscription Price of S\$0.03825 for each New Share, and the aggregate Subscription Price shall be set off against the Debt of S\$1,000,000 owed by the Group, excluding any interest, to the Subscriber.

As the Subscriber is the Executive Chairman and Controlling Shareholder of the Company, he is an "interested person" and the issue of the New Shares to him constitutes an "interested person transaction" within the meaning of Chapter 9 of the Listing Manual. The aggregate Subscription Price of S\$1,000,000 is more than 3% but less than 5% of the

LETTER TO SHAREHOLDERS

Group's last audited net tangible assets of S\$30.2 million as at 30 June 2016, prior to the signing of the Subscription Agreement. At the point of signing of the Subscription Agreement, the Group's audited net tangible assets as at 30 June 2017 was not available. Therefore, reference was made to the Group's last audited net tangible assets as at 30 June 2016.

Hence, based on the Group's last audited net tangible assets as at 30 June 2016, the Proposed Subscription did not require the approval of Shareholders under Rule 906 of the Listing Manual. However, an announcement of the Proposed Subscription was made by the Company under Rules 905 and 917 of the Listing Manual on 14 September 2017.

3.7 Rules 804, 811 and 812 of the Listing Manual

The issue of the New Shares to the Subscriber is subject to Rules 804 and 812 of the Listing Manual, which provides, *inter alia*, that Shares must not be placed to the Company's Directors or Substantial Shareholders unless specific Shareholders' approval has been obtained. As the Subscriber is a Director and Substantial Shareholder of the Company, the issue of the New Shares to the Subscriber requires the approval of Shareholders.

The issue of the New Shares to the Subscriber is also subject to Rule 811 of the Listing Manual, which provides, *inter alia*, that specific Shareholders' approval must be obtained for an issue of Shares that is priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full Market Day on which the Subscription Agreement is signed. If the trading in the Shares is not available for the full Market Day, the weighted average price will be based on the trades done on the preceding Market Day up to the time the Subscription Agreement is signed. As the Subscription Price represents a discount of approximately 15.0% to the volume weighted average price of the Shares for trades done on the SGX-ST on 11 September 2017, being the last Market Day on which trades were done prior to the signing of the Subscription Agreement, the issue of the New Shares to the Subscriber requires the approval of Shareholders.

4. INTERESTS OF THE DIRECTORS AND CONTROLLING SHAREHOLDERS

4.1 The Proposed Disposal

None of the Directors or Controlling Shareholder has any interest, direct or indirect, in the Proposed Disposal, save through his shareholding in the Company (if any).

4.2 The Proposed Subscription

The Subscriber is the Executive Chairman and Controlling Shareholder of the Company, and the father of Tan Kheng Kuan, the Chief Executive Officer of the Company.

Save as aforesaid, none of the Directors or Controlling Shareholders has any interest, direct or indirect, in the Proposed Subscription, save through their shareholdings in the Company.

LETTER TO SHAREHOLDERS

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the Shares of the Company as at the Latest Practicable Date and after the Proposed Subscription are, as follows:–

	As at the Latest Practicable Date				After the Proposed Subscription			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽³⁾	Number of Shares	% ⁽³⁾
Directors								
Tan Tock Han ⁽¹⁾	18,439,400	7.66	123,200,000	51.20	44,583,191	16.71	123,200,000	46.18
Tan Kheng Kuan ⁽¹⁾	977,756	0.41	123,200,000	51.20	977,756	0.37	123,200,000	46.18
Mark Gareth Joseph Beretta	3,072,903	1.28	–	–	3,072,903	1.15	–	–
Cheong Hooi Kheng	140,000	0.06	–	–	140,000	0.05	–	–
Substantial Shareholders (other than Directors)								
Kim Teck Leong Pte. Ltd.	123,200,000	51.20	–	–	123,200,000	46.18	–	–
Khua Kian Keong	15,503,000	6.44	–	–	15,503,000	5.81	–	–
Tan Kheng Yeow ⁽¹⁾	264,400	0.11	123,200,000	51.20	264,400	0.10	123,200,000	46.18

Notes:–

- (1) Tan Tock Han, Tan Kheng Kuan and Tan Kheng Yeow are deemed to have an interest in 123,200,000 shares held by Kim Teck Leong Pte. Ltd. by virtue of Section 7 of the Act.
- (2) The percentages of issued share capital are calculated based on 240,610,273 issued shares (excluding treasury shares) in the capital of the Company as at the Latest Practicable Date.
- (3) The percentages of issued share capital are calculated based on 266,754,064 issued shares (excluding treasury shares) in the capital of the Company after the Proposed Subscription.

6. STATEMENT FROM THE AUDIT COMMITTEE

Having reviewed the terms and rationale of the Proposed Subscription, including the following:–

- (a) the Subscription Price represents a discount of approximately 3.1% to the volume weighted average price of the Shares of \$0.0395 for trades done on the SGX-ST during the month preceding the signing of the Subscription Agreement, which better reflect the value of the Shares; and
- (b) a discount was offered to the Subscriber as an incentive for him to accept repayment of the loan in the form of the Shares, as it is expected that the oil and gas market will remain challenging for the next twelve months,

the Audit Committee is of the view that the issue of the New Shares by the Company to the Subscriber pursuant to the Proposed Subscription is on normal commercial terms and is not prejudicial to the interests of the Company and the Independent Shareholders.

LETTER TO SHAREHOLDERS

7. DIRECTORS' RECOMMENDATIONS

7.1 The Proposed Disposal

Having considered the terms and rationale for the Proposed Disposal as set out in this Circular, the Directors believe that the Proposed Disposal is in the best interests of the Company. The Board of Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed Disposal at the EGM.

7.2 The Proposed Subscription

Having considered the terms and rationale for the Proposed Subscription and the proposed issue of the New Shares to the Subscriber, including the following:–

- (a) the Subscription Price represents a discount of approximately 3.1% to the volume weighted average price of the Shares of \$0.0395 for trades done on the SGX-ST during the month preceding the signing of the Subscription Agreement, which better reflect the value of the Shares; and
- (b) a discount was offered to the Subscriber as an incentive for him to accept repayment of the loan in the form of the Shares, as it is expected that the oil and gas market will remain challenging for the next twelve months,

the Independent Directors recommend that the Independent Shareholders vote in favour of the ordinary resolution relating to the Proposed Subscription at the EGM.

The Subscriber has abstained from making any recommendation to the Independent Shareholders in respect of the Proposed Subscription. In addition, the Chief Executive Officer of the Company, Tan Kheng Kuan, and the Non-Executive Director of the Company, Cheong Hooi Kheng, who are Associates of the Subscriber, have also abstained from making any recommendation to the Independent Shareholders.

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 20 of this Circular, will be held at 10.00 a.m. on 1 February 2018 at 71 Tuas Bay Drive, Singapore 637430 for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolutions set out in the Notice of EGM.

9. ABSTENTION FROM VOTING

The Subscriber will, and will ensure that his Associates (including Kim Teck Leong Pte. Ltd., the Controlling Shareholder of the Company; Tan Kheng Kuan, the Chief Executive Officer of the Company; Cheong Hooi Kheng, the Non-Executive Director of the Company; and Tan Kheng Yeow, a Substantial Shareholder of the Company) will, abstain from voting at the EGM on the resolutions relating to the Proposed Subscription and the proposed issue of New Shares to the Subscriber. In addition, the Subscriber will, and will procure his Associates to, decline appointment as proxies for voting at the EGM in respect of such resolutions, unless specific instructions have been given in the Proxy Form on how the votes are to be cast for the resolutions.

LETTER TO SHAREHOLDERS

10. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company not less than 48 hours before the time fixed for the EGM. The completion and lodgement of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Disposal, the Proposed Subscription, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

12. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 71 Tuas Bay Drive, Singapore 637430 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Sale and Purchase Agreement;
- (b) the announcement dated 16 August 2017 relating to the Proposed Disposal;
- (c) the announcement dated 14 September 2017 relating to the Proposed Subscription;
- (d) the Annual Report of the Company for FY2017; and
- (e) the Memorandum and Articles of Association of the Company.

Yours faithfully

For and on behalf of the Board of Directors of
KTL GLOBAL LIMITED

Tan Kheng Kuan
Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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.

This page has been intentionally left blank.

PROXY FORM

KTL GLOBAL LIMITED

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

IMPORTANT:

1. For investors who have used their CPF monies to buy shares in the capital of KTL Global Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by such CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Such CPF investors should contact their respective agent banks if they have any queries regarding their appointment as proxies.

PROXY FORM

I/We _____ (Name) _____ (NRIC/Passport/Registration No.)

of _____ (Address)

being a *member/members of KTL GLOBAL LIMITED (the “Company”) hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing him/her, the Chairman of the Meeting, as *my/our *proxy/proxies to attend and to vote for *me/us on *my/our behalf, at the Extraordinary General Meeting of the Company to be held at 71 Tuas Bay Drive, Singapore 637430 on 1 February 2018 at 10.00 a.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the resolution to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

	For	Against
ORDINARY RESOLUTION		
To approve the Proposed Disposal		
To approve the allotment and issue of New Shares		

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against the resolution as set out in the Notice of the Meeting.)

Signed this _____ day of _____ 2018

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:–

1. Unless otherwise permitted under the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), a member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form.
3. 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.
4. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.
5. This proxy form duly executed 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 set for the EGM.
6. This proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
7. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.
8. The Company shall be entitled to reject a proxy form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
9. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 17 January 2018.

This page has been intentionally left blank.

