UNIVERSAL RESOURCE AND SERVICES LIMITED
(the "Company")
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200312303R)

APPLICATION FOR:

- **APPROVAL OF APPOINTMENT OF STATUTORY AUDITORS**
- **EXTENSIONS OF TIME TO:**
  - **(1) SUBMIT RESUMPTION PROPOSAL;**
  - **(2) ANNOUNCE THE COMPANY'S FULL YEAR FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER ("FY") 2016 to FY 2021; AND**
  - **(3) ANNOUNCE THE COMPANY'S FINANCIAL STATEMENTS FOR THE FIRST THREE QUARTERS OF FY 2022**
- **WAIVERS FROM:**
  - **(1) RULE 705(2) OF THE LISTING MANUAL OF THE SGX-ST ("LISTING MANUAL"); AND**
  - **(2) RULE 711A OF THE LISTING MANUAL**

Unless otherwise defined, all capitalised terms used herein shall have the same meanings ascribed to them in the Announcements (as defined below).

The Board of Directors ("**Board**") of Universal Resource and Services Limited (the "**Company**", together with its subsidiaries collectively referred to as the "**Group**"), refers to the Company's announcements made on 28 February 2017, 27 November 2018, 18 May 2020, 19 May 2020, 15 September 2020 and 30 March 2021 ("**Announcements**").

The Board wishes to announce that on 7 January 2022, an application was made to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") to:

(a) request for the approval of appointment of the Company's statutory auditors; and

(b) apply for extensions of time to:

  (i) submit the Resumption Proposal;
  (ii) announce the Company's full year financial statements for FY 2016 to FY 2021; and
  (iii) announce the Company's financial statements for the first three quarters of FY 2022 (if required); and

(c) apply for waivers from:

  (i) the requirement to announce the Company's financial statements for each of its first three quarters in FY 2016 to FY 2021 under Rule 705(2) of the Listing Manual (if required); and
  (ii) the requirement to issue the Company's sustainability report for FY 2017 to FY 2021 under Rule 711B of the Listing Manual.

1. Request for approval of appointment of statutory auditors

Since completion of the special audit on the Company and its subsidiaries on 18 May 2020 ("**Special Audit**"), the Company has been in active discussions with the SGX-ST regarding the audit firm to be engaged as the new statutory auditors of the Company to carry out the statutory audit on the Company's financial statements for FY 2016 and onwards.

However, on or about 1 October 2021, the Company had received summons from ACRA for offences committed under sections 175 and 197 of the Companies Act 1967 ("**Companies Act**") for failing to hold its annual general meeting and lodge its annual returns with the Registrar of Companies for FY 2016 to FY 2019. Despite providing representations to ACRA that the Company is unable to comply with sections 175 and 197 of the Companies Act until it is able to appoint its new statutory auditors, ACRA has informed the Company that it will still be proceeding with four charges against the Company for failing to hold its annual general meetings for FY 2016 to FY 2019. ACRA will however apply for a discharge not amounting to acquittal for the remaining four charges against the Company for failing to file its annual returns for FY 2016 to FY 2019, on the condition that the Company files the outstanding annual returns after it appoints its auditors and compounds the offences.

As the Company is concerned that it may face further penalties from ACRA for its continued failure to hold its annual general meetings and/or to lodge its annual returns due to delays in the appointment of its statutory auditors, the Company has requested for the SGX-ST's expeditious approval for the Company to proceed with the appointment of its statutory auditors.

The Company will update Shareholders on the outcome of the charges from ACRA against the Company in due course.

2. Request for extension of time to comply with Rule 1304 of the Listing Manual

Under Rule 1304(1) of the Listing Manual, the Company is required to submit a Resumption Proposal to the SGX-ST with a view to resume trading in the Company's shares by 14 February 2018.

As detailed in the Company's earlier announcements, the Company was not able to submit the Resumption Proposal by 14 February 2018 as it had committed most of its resources to assist with the Special Audit. After the completion of the Special Audit on 18 May 2020, the Company had also faced delays in restarting its business due to the COVID-19 outbreak.

As completion of the audit of the Company's financial statements is a key matrix of the Resumption Proposal, the Company has not been able to complete and submit its Resumption Proposal given that it has not obtained approval to appoint its statutory auditors. This audit will also require longer than usual given the outcome of the Special Audit previously performed and the number of financial years involved.

In the circumstances, the Company had requested for an extension of time to submit its Resumption Proposal to 12 months from the date of the Company's appointment of its statutory auditors.

3. Request for extensions of time to comply with Rule 705(1) and Rule 707(1) of the Listing Manual

Under Rule 705(1) of the Listing Manual, the Company is required to announce the financial statements for its full financial year immediately after the figures are available, but in any event not later than 60 days after the relevant financial period.

Under Rule 707(1) of the Listing Manual, the time between the end of the Company's financial year and the date of its annual general meeting must not exceed four months.

As the Company has yet to confirm its statutory auditors to carry out the statutory audit on the Company's financial statements for FY 2016 and onwards, the Company was unable to announce its full year financial statements for FY 2016 to FY 2020 in accordance with Rule 705(1) of the Listing Manual and to hold its annual general meetings from FY 2016 to FY 2020 in accordance with Rule 707(1) of the Listing Manual.

Given the number of past years of financial statements that the incoming statutory auditors will have to review, the Company anticipates that it is not likely for the Company to be able to hold its annual general meeting and to announce its full year financial statements for FY 2021 within the timelines set out in Rules 705(1) and 707(1) of the Listing Manual.

In view of the above, the Company had requested for an extension of time to announce its full year financial statements and to hold its annual general meetings for FY 2016 to FY 2021 to 12 months from the date of the Company's appointment of its statutory auditors.

4. Request for waiver from and application for extension of time to comply with Rule 705(2) of the Listing Manual

Under Rule 705(2) of the Listing Manual, the Company is or may be (depending on the version of the Listing Manual in force) required to announce its financial statements for each of the first three quarters of its financial year immediately after the figures are available, but in any event not later than 45 days after the quarter end.

As the Company has yet to confirm its statutory auditors to carry out the statutory audit on the Company's financial statements for FY 2016 and onwards, the Company was unable to announce its financial statements for each of its first three quarters in FY 2016 to FY 2021 in accordance with Rule 705(2) of the Listing Manual.

Accordingly, subject to confirmation from its incoming statutory auditors, for simplicity of presentation of past accounts and in view that such past accounts may not be meaningful to Shareholders of the Company, the Company had requested for approval from the SGX-ST to waive the requirement for the Company to comply with Rule 705(2) of the Listing Manual with respect to its financial statements for FY 2016 to FY 2021.

Further, in view of the number of past years of financial statements that the incoming statutory auditors will have to review, the Company had requested for an extension of time to comply with Rule 705(2) with respect to FY 2022 (if required) to 12 months from the date of the Company's appointment of its statutory auditors. The additional time would allow for the auditors to issue its full year financial statements for FY 2016 to 2021 before the Company presents its financial statements for the first three quarters of FY 2022, which would allow the Company's shareholders to view the information in a sequential and meaningful way.

5. Request for waiver from Rule 711A of the Listing Manual

Under Rule 711A of the Listing Manual (before the amendment on 1 January 2022), the Company is required to issue a sustainability report for its financial year, no later than 5 months after the end of the financial year. All issuers listed on the SGX-ST are required to comply with this Rule beginning with the financial year ending on, or after, 31 December 2017.

Given that the Group did not have significant operations for FY 2017 to FY 2021, it will not be able to meaningfully issue its sustainability report for these financial years.

Accordingly, the Company had requested the SGX-ST for a waiver from compliance with Rule 711A of the Listing Manual for FY 2017 to 2021.

The Company will keep Shareholders updated on the outcome of the above application in due course.

BY ORDER OF THE BOARD

David Chin Yew Choong & Chow Wai San
INDEPENDENT DIRECTORS
7 January 2022