

AUSGROUP LIMITED
(UNDER JUDICIAL MANAGEMENT)
(Incorporated in the Republic of Singapore)
(Company Registration Number No. 200413014R)

APPLICATION FOR AND GRANT OF EXTENSION OF TIME TO COMPLY WITH RULES OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE “SGX-ST”) LISTING MANUAL SECTION A: RULES OF MAINBOARD (“MAINBOARD RULES”):

- 705(1): ANNOUNCEMENT OF FULL-YEAR FINANCIAL STATEMENTS
 - 705(2): ANNOUNCEMENT OF PRE-JM QUARTERLY FINANCIAL STATEMENTS
 - 705(3)(b): ANNOUNCEMENT OF HALF-YEAR FINANCIAL STATEMENTS
 - 707(1): HOLDING OF ANNUAL GENERAL MEETING
 - 711A: ISSUANCE OF SUSTAINABILITY REPORT
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1. INTRODUCTION

- 1.1 We refer to the announcements made by AusGroup Limited (under judicial management) (the “**Company**”) dated 14 November 2022, 21 November 2022, 23 November 2022, 30 January 2023 and 20 February 2023 in relation to its application to Singapore Exchange Regulation (“**SGX RegCo**”) for an extension of time to comply with Rule 705(2) of the Mainboard Rules (“**Mainboard Rule 705(2)**”) for the announcement of its unaudited financial statements for the first quarter ended 30 September 2022 (“**1Q2023**”).
- 1.2 The Company wishes to announce that it submitted an application to SGX RegCo on 11 April 2023 to seek a further extension of time to comply with the requirements of Mainboard Rule 705(2), and Rules 705(1), 705(3)(b), 707(1) and 711A of the Mainboard Rules (collectively, the “**EOT Applications**”).

2. REASON FOR THE EOT APPLICATIONS

Mainboard Rule 705(2): Announcement of financial statements (pre-judicial management)

- 2.1 As announced on 30 January 2023, the Company’s board of directors had raised concerns whether the presentation of the Company’s quarterly financial statements for 1Q2023 (“**1Q2023 FS**”) would need to be made on a non-going-concern basis, given that the Company was placed under interim judicial management in the financial quarter immediately after 1Q2023. The directors of the Company still required more time to discuss with the management regarding the presentation of the 1Q2023 FS. In the event that the directors and the management agree that the presentation would need to be on a non-going-concern basis, the Company would require even more time to prepare its 1Q2023 FS.

Rule 705(1) and 705(3)(b) of the Mainboard Rules: Announcement of financial statements (post-judicial management)

- 2.2 The Company is still in the midst of judicial management and being restructured under the care of the judicial managers (“**JMs**”). Financial reporting would not be meaningful within the period of judicial management given that:
- (a) the business activities and affairs of the Company and its subsidiaries (“**Group**”) are in a state of flux with the possibility of further disposals to ring-fence liabilities and/or conserve cash for the benefit of the Company and its creditors, and the financial reports would not give a true or fair view of the state of affairs of the Group;

- (b) there is limited business activity (particularly after the disposal of the AusGroup Companies Pty Ltd, as announced by the Company on 22 December 2022); and
- (c) all available resources, in the course of the judicial management, should be channelled towards the survival of the Company for the benefit of the creditors and the statutory purposes of judicial management.

Rule 707(1) of the Mainboard Rules: Annual General Meeting (“AGM”)

- 2.3 For the same reasons set out in paragraph 2.2 above, any financial statements drawn up are unlikely to give a true and fair view of the Group, following which it would not be meaningful for an annual report to be prepared, and for an AGM to be convened further thereto.
- 2.4 In addition, pursuant to sections 99(2) and 103 of the Insolvency, Restructuring and Dissolution Act 2018 (No. 40 of 2018), companies in judicial management are exempted from obligations such as calling for meetings and holding AGMs. As announced on 20 February 2023, the court orders in relation to the appointment of the JMs (“**JM Order**”) also provided that nothing in the JM Order shall require the JMs to call for any meetings of the Company.
- 2.5 It was submitted to SGX RegCo that a time extension or waiver from conducting annual financial reporting and holding AGMs would be consistent with the intent of the aforesaid legislative provisions and the JM Order, underscoring how companies in the midst of restructuring are deserving of a waiver from the financial reporting and AGM requirements of Rules 705(1), 707(1) and 707(2) of the Mainboard Rules.

Rule 711A of the Mainboard Rules: Sustainability Report

- 2.6 The Company remains listed, and is therefore required to issue a sustainability report in accordance with Rule 711A of the Mainboard Rules. However, the JMs are not in the position to comment on sustainability practices, nor is it meaningful or appropriate for the Company to channel resources towards this aspect in a judicial management setting as this could not be said to be consistent with any of the statutory purposes of judicial management.

Extension of Time

- 2.7 The Company submitted the EOT Applications to SGX RegCo requesting for time extensions of up to end-February 2024 (approximately 12 months after the Company is placed under judicial management).

3. GRANT OF EOT APPLICATIONS BY SGX-ST

The Company wishes to announce that the SGX RegCo informed the Company on 28 April 2023 that it has no objection to the EOT Applications and has granted an extension of time to end-February 2024 (“**Waivers**”), subject to:

- (a) the Company announcing the Waivers granted, the reasons for seeking the Waivers, the conditions as required under Mainboard Rule 107 and if the Waivers conditions have been satisfied. If the Waivers 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 Waivers are/will not be in contravention of any laws and regulations governing the issuer and its constitution (or the equivalent in the issuer's country of incorporation);
- (d) the Company announcing its full-year financial statements for the period of 1 July 2022 to 30 June 2023 ("**FY2023**") by the earlier of the end of the JM Order or end-February 2024;
- (e) the Company convening its FY2023 AGM by the earlier of the end of the JM Order or end-February 2024; and
- (f) the Company issuing its FY2023 sustainability report by the earlier of the end of the JM Order or end-February 2024.

4. SATISFACTION OF THE WAIVERS CONDITIONS

- 4.1 Following the release of this announcement, which sets out, inter alia, the Company's reasons for seeking the Waivers, and the disclosures made in this announcement, the Company has fulfilled the Waivers' condition set out in paragraph 3(a) above.
- 4.2 The Company has fulfilled the Waivers' conditions set out in paragraphs 3(b) and 3(c) above when it submitted to SGX RegCo a letter on 2 May 2023 confirming that:
 - (a) 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, in relation to the Waivers; and
 - (b) the Waivers will not be in contravention of any laws and regulations governing the Company and its constitution.
- 4.3 The Company will make an update announcement when the rest of the Waivers' conditions are satisfied.

5. APPLICATION TO THE ACCOUNTING AND CORPORATE REGULATORY AUTHORITY ("ACRA")

- 5.1 The Company will apply to ACRA for an extension of time to hold the AGM for FY2023 pursuant to Section 175(2)(a) of the Companies Act 1967 of Singapore (the "**Companies Act**") and to lodge its annual return with ACRA pursuant to Section 197(1B)(a) of the Companies Act.
- 5.2 The Company will make further announcements to provide update on the outcome of the above application to ACRA in due course.

6. FURTHER ANNOUNCEMENTS

- 6.1 Further announcements on the above will be made in due course as and when there are material developments.
- 6.2 Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully, and to exercise caution when dealing in the shares of the Company. Shareholders and investors of the Company should consult their stockbrokers, bank managers, solicitors, accountants, or other professional advisors if they have any doubt about the actions they should take.

SUBMITTED BY THE JUDICIAL MANAGERS

For and on behalf of the Company
Tan Wei Cheong
Joint and Several Judicial Manager
2 May 2023
