

(A) APPLICATION FOR AN EXTENSION OF TIME TO HOLD THE COMPANY'S EXTRAORDINARY GENERAL MEETING ("EGM") IN RELATION TO THE PROPOSED DISPOSAL OF KS DISTRIBUTION PTE. LTD. THROUGH THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF KS RESOURCES PTE. LTD (THE "PROPOSED DISPOSAL"); AND

(B) APPLICATION FOR AN EXTENSION OF TIME TO COMPLY WITH RULE 707(1) OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST") (THE "LISTING MANUAL") TO HOLD THE COMPANY'S ANNUAL GENERAL MEETING ("AGM") FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 ("FY2018")

All capitalised terms used herein shall have the definitions ascribed to them in the announcements dated 26 May 2017, 1 August 2017, 29 September 2017, 4 October 2017, 8 December 2017, 7 June 2018, 9 July 2018, 19 October 2018, 9 November 2018, 16 November 2018, 3 December 2018, 7 December 2018, 10 December 2018, 11 December 2018, 21 December 2018 and 26 February 2019 (the "Previous Announcements"), unless otherwise stated or context otherwise requires.

1. INTRODUCTION

The board of directors (the "**Directors**") of KS Energy Limited (the "**Company**", together with its subsidiaries, the "**Group**") refers to the Previous Announcements and wishes to announce that based on the Company's representations and submissions to the SGX-ST on 1 March 2019 to seek an extension of time to hold the EGM in relation to the Proposed Disposal and AGM of the Company, the SGX-ST has on 18 March 2019, informed the Company that:

- (i) it has no objection to granting the Company an extension of thirty-nine (39) days, which is approximately five (5) weeks to **hold the EGM in relation to the Proposed Disposal by 18 April 2019 ("EGM Waiver")**; and
- (ii) it has rejected the Company's application to seek an extension of seventeen (17) days, which is approximately two (2) weeks to hold its AGM for FY2018 by 17 May 2019 ("**AGM Waiver**").

2. EGM WAIVER

2.1 The Company refers to the approval-in-principle (the "**Earlier SGX AIP**") it had obtained on 20 November 2018 from the SGX-ST, following the Company's application to waive compliance with Rule 1014 of the Listing Manual in respect of the Proposed Disposal. Pursuant to the Earlier SGX AIP, the Company has to convene an EGM to seek the approval of the shareholders of the Company ("the **Shareholders**") for the Proposed Disposal within three (3) months from the date of completion of the Proposed Disposal (10 December 2018). Thus, the EGM had been scheduled to be no later than 10 March 2019.

2.2 Reasons for the EGM Waiver

- (i) The Company notes that the three-month deadline to hold the EGM pursuant to the Earlier SGX AIP, applies only to the Proposed Disposal. The Company intends to convene a single EGM for the (i) Proposed Disposal, and (ii) issuance of consideration shares to Ms Hedy Wiluan and POEL, which constitutes an interested person transaction under Chapter 9 of the Listing Manual

(as announced by the Company on 9 November 2018). The Company had embarked on undertaking a series of transactions with an overall view to refinance its bonds and to allow the Company to restructure and reduce its liabilities. Thus, the Company is of the view that it would be meaningful to provide Shareholders with a more updated picture of the recent transactions, and the consequential financial impact – allowing them to be better informed prior to voting at the upcoming EGM. In light of the foregoing, the circular and IFA Letter (attached as an appendix to the circular) are being updated to reflect the latest figures for the full year financial results for the financial year ended 31 December 2018, as announced by the Company on 27 February 2019. Taking into account the time required for clearance of the circular, printing the circular and the notice period required for the EGM (being at least 14 days' notice period required prior to the date of EGM), the Company believes that an extension of approximately five (5) weeks would be reasonable.

- (ii) Notwithstanding the above, as announced by the Company on 3 December 2018, the Company has already obtained confirmation from its majority Shareholder, POEL, which holds 59.79% of the issued share capital (excluding treasury shares) of the Company that it is supportive of the Proposed Disposal and would, if required, vote in favour of the Proposed Disposal. A signed undertaking from POEL has been obtained and submitted to the SGX-ST.

2.3 Grant of the EGM Waiver

Based on the Company's submissions and representations to the SGX-ST, the SGX-ST has on 18 March 2019 approved in-principle the EGM Waiver, subject to the following:

- (i) The Company's announcement via SGXNet of the grant of the EGM Waiver, the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual;
- (ii) The submission of a written confirmation from the Company that the application and waivers do not contravene any laws and regulations governing the Company and the constitution of the Company (the "**Constitution**"); and
- (iii) the Company making an immediate disclosure via SGXNET if the EGM Waiver will be in contravention of any laws and regulations governing the Company and the Constitution of the Company.

2.4 Confirmation by the Company

The Company confirms that the EGM Waiver does not contravene any laws and regulations governing the Company and the Constitution of the Company. The Company also wishes to inform that the Company will be submitting a written confirmation to the SGX-ST to confirm that the EGM Waiver does not contravene any laws and regulations governing the Company and the Constitution of the Company.

3. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors have individually and collectively reviewed and approved the issue of this announcement, and have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate in all material aspects and that no material facts have been omitted from this announcement which would make any statement in this

announcement misleading, and they jointly and severally accept responsibility accordingly. Where any information contained in this announcement has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources.

4. TRADING CAUTION

Shareholders and potential investors of the Company are advised to read this announcement, the Previous Announcements, and any further announcements by the Company carefully. Shareholders of the Company are 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 of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD KS ENERGY LIMITED

Lai Kuan Loong Victor
Company Secretary
19 March 2019

For more information on KS Energy Limited, please visit our website at www.ksenergy.com.sg