



## KTL GLOBAL LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in the resolutions below and defined in the Circular shall, unless otherwise defined herein, have the same meanings ascribed to them in the Circular dated 6 January 2020.

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("EGM") of the Company will be held at **Acacia Level 1, The Arena Country Club on 511 Upper Jurong Road, Singapore 638366** on **Tuesday, 21 January 2020 at 11.00 a.m.** for the purpose of considering and, if thought fit, passing the following resolutions.

#### **ORDINARY RESOLUTION 1 – PROPOSED DISPOSAL OF 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF KTL INVESTMENT PTE. LTD. AND KTL OFFSHORE PTE. LTD.**

Resolved that:

- (a) the Company's proposed disposal of 100% of the issued and paid-up share capital of KTL Investment Pte. Ltd. and KTL Offshore Pte. Ltd. for a consideration of S\$10,000 (the "**Proposed Disposal**"), which constitutes an interested person transaction under the Listing Manual, be and is hereby approved; and
- (b) the Directors or any of them be and is hereby authorised 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, desirable or expedient to give effect to the Proposed Disposal or in the interests of the Company to give effect to this resolution as they or he may think fit.

#### **ORDINARY RESOLUTION 2 – THE PROPOSED CHANGE OF AUDITORS**

Resolved that:

- (a) the resignation of Crowe Horwath First Trust LLP as auditors of the Company be and is hereby accepted and that RT LLP be and are hereby appointed auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors and RT LLP; and
- (b) the Directors or any of them be and is hereby authorised 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, desirable or expedient or in the interests of the Company to give effect to this resolution as they or he may think fit.

#### **Notes to shareholders of the Company ("Shareholders"):**

- (i) the Company has received a copy of Crowe Horwath First Trust LLP's professional clearance letter dated 4 September 2019 to RT LLP, confirming that they are not aware of any professional reasons why RT LLP should not accept appointment as the new auditors of the Company;
- (ii) the Directors confirm that there were no disagreements with Crowe Horwath First Trust LLP on accounting treatments within the last 12 months from the date of this Circular;
- (iii) the Directors confirm that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (iv) the reasons for the Proposed Change of Auditors are disclosed in paragraph 3.1 of the Circular; and
- (v) the Directors confirm that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of RT LLP as its new Auditors, after taking into account the various factors in paragraphs 3.2 and 3.3 of the Circular.

#### **BY ORDER OF THE BOARD**

Tan Kheng Kuan  
Chief Executive Officer

6 January 2020

#### **Notes:**

- (1) (a) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act (Chapter 50) of Singapore) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the EGM. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
  - (b) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act (Chapter 50) of Singapore) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- (2) A proxy need not be a member of the Company.
  - (3) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument appointing a proxy must be executed either under its seal or under the hand of its duly authorised officer or attorney.
  - (4) The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at **7 Gul Road, Singapore 629364** not less than 48 hours before the time appointed for the holding of the EGM.
  - (5) A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore) 72 hours before the time appointed for the holding of the EGM.

#### **Personal Data Privacy:**

By attending the EGM and/or any adjournment thereof or 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 the publication of the names and comments of the members at the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (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.