



Company Registration Number: 199707022K
(Incorporated in the Republic of Singapore)

GRANT OF EXTENSION OF TIME TO COMPLY WITH LISTING RULES 707(1) AND 705(2)

The Board of Directors (the “**Board**”) of PSL Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcement dated 5 April 2017 (the “**Waiver Announcement**”). Unless defined otherwise, capitalised terms used herein shall have the definitions ascribed to them in the Waiver Announcement.

Application to SGX for extension of time

As announced in the Waiver Announcement, the Company had sought SGX’s approval for the following:

- (A) Extension of time to comply with (a) Rule 707(1) of the Listing Manual to hold the Company’s AGM; and (b) Rule 707(2) of the Listing Manual to issue the Company’s Annual Report to shareholders (the “**Rule 707 Waiver**”);
- (B) Postponement of the Company’s EGM to allow the EGM to be held on the same day as the AGM; and
- (C) Extension of time to comply with Rule 705(2) of the Listing Manual to announce the 1Q2017 Financial Statements (the “**Rule 705(2) Waiver**”).

Reasons for the Application

The Company sought the various extensions of time in the Application for the following reasons:

Background and reasons for application for the Rule 707 Waiver

Reference is made to the Company’s announcement of its unaudited financial statements for the fourth quarter ended 31 December 2016 dated 28 February 2017 (the “**4Q2016 Announcement**”). In the 4Q2016 Announcement, it was announced that two of the Company’s nominees had on 21 February 2017 been appointed to the board of directors of PT Momentum Indonesia Investama (“**PT MII**”), a company which the Company has a 49% equity stake in, and that the Company’s auditors had been granted access to PT MII’s records on 20 February 2017. On this basis, PT MII has thus been consolidated in the financial results of the Group for FY2016.

Typically, other listed companies having a December year-end would have started interim audit work before their year-end and would have commenced final audit work in mid-January. Because of the delay in commencement of the audit process of PT MII (given that the Company’s auditors were only granted access to PT MII’s records on 20 February 2017), the Company’s auditors had less time than usual to perform audit procedures on PT MII and obtain certain external audit confirmations from banks, customers and vendors. Nonetheless, the Company, in conjunction with its auditors, decided to use best efforts to push through with the audit process in spite of the tight timeline so that the Company’s audited consolidated financial statements for FY2016 (the “**FY2016 Financial Statements**”) could be finalised in time for the FY2016 Annual Report to be sent out in accordance with the timelines in the Listing Manual.

One of the audit procedures required to be performed by the Company's auditors is preparing the audit representation letter and working with the board of directors of PT MII (the "**PT MII Board**") to finalise the audit representation letter and get it signed by the PT MII Board. This is required before the Company's auditors can finalise the FY2016 Financial Statements. The board of directors of the Company (the "**Board**") was only made aware on 31 March 2017 that Sudirman Kurniawan, the President Director of PT MII, was not willing to sign the audit representation letter pending agreement between himself, Angelo Fernandus (the Commissioner of PT MII) and the Company in relation to his request for an adjustment in the calculation of the amount payable under a profit guarantee given by Sudirman Kurniawan and Angelo Fernandus (the "**Vendors**") under the conditional sale and purchase agreement dated 17 March 2015 and the supplemental sale and purchase agreement dated 3 August 2015 entered into between the Vendors and the Company for the acquisition by the Company of approximately 49% of the entire issued and paid-up capital of PT MII. After discussion with its advisors, the Board is of the view that such a request cannot be agreed to as it would result in a substantially reduced sum payable by the Vendors to the Company under the profit guarantee.

The Company's auditors' position is that Sudirman Kurniawan must be the signatory to the audit representation letter as (a) he holds the position as President Director of PT MII, (b) he is one of the main key personnel running the business of PT MII which the Company's auditors had dealt with during the audit process, and (c) as the shares of PT MII are held in splits of 51% held by the Vendors and 49% held by the Company, the Company's auditors feel that it is appropriate to have Sudirman Kurniawan sign the audit representation letter.

In light of the fact that the FY2016 Financial Statements can only be finalised only after signing of the audit representation letter by Sudirman Kurniawan, the Company's auditors are not prepared to sign the PT MII audited accounts for consolidation with the FY2016 Financial Statements. Thus, the Board had no choice but to make the decision on 4 April 2017 to seek the Rule 707 Waiver to allow the Company time to negotiate with Sudirman Kurniawan to sign the audit representation letter.

Other than the aforementioned issue relating to the signing of the audit representation letter by Sudirman Kurniawan, the Company's auditors have confirmed that there were no other unforeseen circumstances that delayed the audit schedule.

Upon Sudirman Kurniawan signing the audit representation letter and the Company's auditors finalising the FY2016 Financial Statements, the Company would require some time thereafter to perform accuracy checks, proofread, print and distribute the FY2016 Annual Report to its shareholders (the "**Shareholders**"). Given the foregoing, the Company is unable to prepare and finalise the FY2016 Annual Report by 15 April 2017. It follows that the Company will also be unable to hold its AGM by 30 April 2017.

Background and reasons for application for postponement of the EGM

The Company's original plan was to hold both its AGM and EGM on the same day (28 April 2017) so as to allow the Company to save costs and minimise the unnecessary expense of holding two separate shareholder meetings. In addition, holding both meetings on the same day would be a more efficient management of the time of Shareholders as well as the independent directors and management of the Company. As Shareholders would be able to attend the EGM immediately after the conclusion of the AGM, this would save them the inconvenience of attending two separate shareholder meetings on different days.

For the reasons aforementioned, the Company is unable to hold its AGM on 28 April 2017 and is applying for an extension of time to hold its AGM. Thus, the Company has sought SGX's approval for a postponement of the EGM to allow the EGM to be held on the same day as the AGM.

Background and reasons for the Rule 705(2) Waiver

The Company is required to compare certain financial information in the announcement of the 1Q2017 Financial Statements with those in the FY2016 Financial Statements. The Company also requires PT MII's first quarter unaudited financial statements for consolidation in the 1Q2017 Financial

Statements, and the Company anticipates that there might be an undue delay in receiving such financial statements.

For the reasons aforementioned, the Company is unable to prepare and finalise the FY2016 Financial Statements in the FY2016 Annual Report by 15 April 2017. Taking into account that the Company anticipates that there might be an undue delay in receiving PT MII's first quarter unaudited financial statements for consolidation in the 1Q2017 Financial Statements, the Company is of the view that it is prudent to make a timely application for the Rule 705(2) Waiver so as to give the Company sufficient time to prepare the 1Q2017 Financial Statements with reliance on the FY2016 Financial Statements.

Submission

Based on the above, the Company has sought the following extensions of time:

Milestone	Extension sought
Finalising and despatch of FY2016 Annual Report The Company endeavours to finalise the FY2016 Financial Statements by 2 May 2017.	From 15 April 2017 to 15 May 2017
Holding of AGM	From 30 April 2017 to 30 May 2017
Postponement of EGM	From 28 April 2017 to 30 May 2017
Announcement of 1Q2017 Financial Statements	From 15 May 2017 to 15 June 2017

The Company shall endeavour to reach the aforementioned milestones as soon as possible ahead of the proposed timelines should the circumstances permit.

Outcome of the Application

On 24 April 2017, the SGX advised that it has no objection to the Company's application for extensions of time with regard to compliance with Listing Rule 707(1) and Listing Rule 705(2) subject to the following:

- the Company announcing the periods of extension granted, the reasons for seeking the extensions of time and the conditions as required under Listing Rule 107;
- submission of a written confirmation from the Company that the waivers do not contravene any laws and regulations governing the Company and the constitution of the Company;
- 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; and
- the Company convening the annual general meeting of the Company by 30 May 2017 subject to approval of the same from the Accounting & Corporate Regulatory Authority ("ACRA").

The release of this announcement seeks to satisfy the condition set out in sub-paragraph (a) above. The written confirmations referred to in sub-paragraphs (b) and (c) have been submitted to the SGX-ST. Accordingly, the Company considers that the waiver conditions set out above have been satisfied. In relation to the condition set out in sub-paragraph (d) above, the Company has on 25 April 2017 applied for the necessary extension under the Companies Act (Chapter 50) of Singapore (the "ACRA

Application”), and subject to receipt of the necessary approvals from ACRA, the Company will hold its AGM on or prior to 30 May 2017.

The Company will update the shareholders in respect of the ACRA Application and will make further announcement(s) as and when there are material developments.

Separately, the Company will also issue its Annual Report by 15 May 2017.

The Board also refers to the Company’s circular to shareholders dated 4 April 2017 relating to the proposed adoption of the new constitution of the Company (the “**Circular**”). A notice of extraordinary general meeting (the “**Notice of EGM**”) was despatched together with the Circular. In the Notice of EGM, it was stated that the EGM is scheduled to be held on 28 April 2017 at 4 p.m. The Board wishes to inform shareholders that the EGM will be held as scheduled on 28 April 2017 at 4 p.m. and at the venue as stated in the Notice of EGM.

BY ORDER OF THE BOARD

Tan Chee Tong
Executive Director

25 April 2017