



RESPONSE TO QUERY ISSUED BY SGX REGCO IN RELATION TO THE PUBLIC REPRIMAND OF THE INDEPENDENT DIRECTOR

The Board of Directors (the “**Board**”) of Regal International Group Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to Nutryfarm International Ltd’s SGXNet announcement of 16 June 2023 entitled “Regulatory Actions By SGX” (the “**Public Reprimand**”) in relation to the Company’s Independent Director, Chairman of Audit Committee, Member of Nominating Committee and Member of Remuneration Committee, Mr. Ng Poh Khoo Jimmy (“**Mr. Ng**”).

The Singapore Exchange Regulation (“**SGX RegCo**”) has issued a query in relation to the Public Reprimand. The Company sets out below the query issued by the SGX Regco and the Company’s response to the query.

Query:

*In the Public Reprimand, Mr. Ng Poh Khoo Jimmy, being one of the former Non-Executive and Non-Independent Directors of Nutryfarm International Limited (“**Nutryfarm**”), was publicly reprimanded for breaching Listing Rule 703(1)(b) read with paragraph 4 of Appendix 7.1.*

Listing Rule 720(1) of the Listing Manual provides that an issuer must also comply with Listing Rule 210(5) on a continuing basis, which requires among others, a consideration of the character and integrity of directors and management. We note that Mr. Ng Poh Khoo Jimmy was appointed as Independent Director of the Company on 11 March 2021. As Mr. Ng Poh Khoo Jimmy was named as one of the individuals publicly reprimanded due to his role as a former Non-Executive and Non-Independent Director of Nutryfarm, please provide the Nominating Committee’s assessment on his suitability to remain as one of the Independent Directors of the Company, including the factors considered.

Response to Query:

The Nominating Committee of the Company (“**NC**”) and the Board, having considered both the information provided by Mr. Ng and the Public Reprimand, is of the view that Nutryfarm’s failure to announce material information pursuant to Listing Rule 703(1)(b) read with paragraph 4 of Appendix 7.1, is a decision made jointly by the board of directors of Nutryfarm, and Mr. Ng, being a Non-Executive and Non-Independent Director of Nutryfarm at the material time, was not a key person influencing the decision of the board of Nutryfarm.

Furthermore, the NC has not made any adverse findings on the character and integrity of Mr. Ng, nor is it aware of anything which may potentially compromise the capabilities of Mr. Ng as an Independent Director of the Company. During the tenure of Mr. Ng with the Company, Mr. Ng has discharged his duties diligently with integrity and professionalism. For instance, Mr. Ng, as Chairman of the Audit Committee of the Company, is currently leading the Board in fulfilling a special audit assignment directed by SGX Regco and Mr. Ng has thus far carried out this assignment to the satisfaction of the Company.

In addition, Mr. Ng has abstained from, and is not involved in, the NC’s assessment of his continued suitability as an Independent Director of the Company. As of the date hereof, the NC and the Board are of the view that Mr. Ng remains suitable to continue as an Independent Director of the Company and believe that his continued appointment is in the interests of the Group.

The Board wishes to emphasise that the Public Reprimand does not relate to the Company nor the Group, and the business and operations of the Group have not been, and are unlikely to be, affected by the Public Reprimand of Mr. Ng.



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Regal International Group

REGAL INTERNATIONAL GROUP LTD.

Company Registration No.: 200508585R

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Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board of
Regal International Group Ltd.

Su Chung Jye
Executive Chairman, Executive Director and Chief Executive Officer

23 June 2023