

**HS OPTIMUS HOLDINGS LIMITED**  
(Company Registration Number 199504141D)  
(the "**Company**")

**MINUTES OF ANNUAL GENERAL MEETING**

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<b>PLACE</b>	:	In Singapore by way of electronic means via live webcast and audio only means
<b>DATE</b>	:	Tuesday, 29 September 2020
<b>TIME</b>	:	10.00 a.m.
<b>PRESENT</b>	:	Please refer to the attendance list maintained by the Company.
<b>IN ATTENDANCE</b>	:	Please refer to the attendance list maintained by the Company.
<b>CHAIRMAN OF MEETING</b>	:	Ms Gloria Wong

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**1. INTRODUCTION & QUORUM**

Ms Gloria Wong, an Executive Director of the Company, was appointed as the chairman (the "**Chairman**") of the Company's Annual General Meeting ("**AGM**" or "**Meeting**") at the request of Pengiran Muda Abdul Qawi, the Chairman of the Board. The Chairman welcomed shareholders of the Company ("**Shareholders**") and all those who were present at the Company's AGM.

The Shareholders were briefed on the main challenges that the Company had been facing in the recent years, including (i) the exit of the United Kingdom from the European Union; (ii) the continued escalation of the trade war between the United States of America and the People's Republic of China; and (iii) the global impact caused by the COVID-19 pandemic.

It was noted that with the growth in scale and intensity of the challenges, the management of the Company ("**Management**") was doing their best to strengthen areas which could be controlled and make better use of the Company's resources. By doing so, the Company expected to obtain better business opportunities when the external environment improved. The disposal of an unused factory in Vietnam was one of the actions which had been taken to streamline the business and gain from the sale. Also, as the economic condition worsened, the Company was in the process of restructuring its manufacturing subsidiary in China. This exercise was expected to be completed in the next 12 months and should not have any material impact on the financial results for the current financial year ending 31 March 2021.

In line with the housekeeping efforts to improve the business, the Company proposed to change its name to HS Optimus Holdings Limited. "Optimus" means "best" in Latin, an ideal that the Group has subscribed to in all the years that it has been in business. In pursuit of the best is the need for high standards across the entire organisation, hence the initials "HS". The Board was of the view that the proposed change of name will better represent the Group's new

corporate identity and better reflect the principles and direction which the Company and stakeholders intended to adopt under this new name.

Lastly, on behalf of the Board, the Chairman expressed her appreciation to the Shareholders for their understanding and patience in the past years and assured the Shareholders that the Management will continue their effort to turn the Company around.

The Chairman proceeded to inform that pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time) (the "**Alternative Arrangements Order**"), it was noted that the Meeting was conducted via electronic means and Shareholders would not be allowed to attend the AGM in person but were instead, allowed to observe and/or listen to the AGM proceedings through a live webcast or audio only means. All directors and panelists were also linked virtually from their respective locations.

The share registrar of the Company had verified that at least 2 Shareholders had attended the Meeting by electronic means. Pursuant to the Alternative Arrangements Order, as a quorum of at least 2 Shareholders was electronically present at the Meeting, the Chairman declared the Meeting open and introduced the Directors of the Company.

## **2. NOTICE OF MEETING**

The Chairman informed that all pertinent information relating to the proposed resolutions are set out in the Notice of AGM dated 7 September 2020.

In line with the provisions under the Alternative Arrangements Order, the Company's annual report for the financial year ended 31 March 2020, the Notice of AGM, the Appendix accompanying the Notice of AGM and the Proxy Form had been sent to Shareholders by electronic means via publication on the SGX's website and the Company's corporate website.

The Notice of the AGM was taken as read.

## **3. VOTING BY WAY OF A POLL**

As live webcast or audio only means did not allow for online voting, it was noted that voting at the Meeting would be done only by appointing the Chairman as proxy. Shareholders who had sent in their proxy forms had already indicated on their respective proxy forms how they wished their votes to be cast.

It was noted that the Chairman had been directed to vote in accordance with the Shareholders wishes and that all resolutions at the Meeting were to be carried out by way of poll in accordance with the requirement of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

It was further noted that Azeus Systems Holdings Ltd had been appointed as the polling agent and Corporate Republic Advisory Pte Ltd as the scrutineer for the poll ("**Scrutineer**"). The votes from the proxy forms received by the Company from the Shareholders had already been counted by the polling agent and verified by the Scrutineer. The poll results would be announced after each motion had been formally proposed at the Meeting.

**4. QUESTIONS AND ANSWERS**

As set out in the Notice of AGM, Shareholders who have any questions in relation to any resolution set out in the Notice of AGM were to send their questions in advance to the Company by 10.00 a.m. on 26 September 2020.

The Chairman informed that by way of an announcement released to the SGX-ST via SGXNET and published on the Company's corporate website on 28 September 2020, the Company had addressed all the questions submitted by Shareholders as of 10 a.m. on 26 September 2020.

The Chairman then proceeded with the agenda of the Meeting.

**5. RESOLUTION 1:  
ADOPTION OF DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020 AND THE AUDITORS' REPORT THEREON**

The first item on the agenda was to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2020 and the Auditors' Report thereon.

Following the proposal of the motion for Resolution 1 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 1 duly carried and it WAS RESOLVED:

"THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2020, together with the Directors' Statement and the Auditor's Report thereon, be hereby received and adopted."

**6. RESOLUTION 2:  
DIRECTORS' FEES OF S\$219 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020**

The next item on the agenda was to approve the payment of Directors' fees for the financial year ended 31 March 2020.

Following the proposal of the motion for Resolution 2 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 2 duly carried and it WAS RESOLVED:

"THAT the Directors' fees amounting to S\$219 for the financial year ended 31 March 2020 be approved."

**7. RESOLUTION 3:  
DIRECTORS' FEES OF S\$243,000 FOR THE FINANCIAL YEAR ENDING 31 MARCH 2021**

The next item on the agenda was to approve the payment of Directors' fees for the financial year ending 31 March 2021. The Directors had recommended a sum of S\$243,000/- as Directors' fees for the financial year ending 31 March 2021.

Following the proposal of the motion for Resolution 3 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 3 duly carried and it WAS RESOLVED:

"THAT the Directors' fees amounting to S\$243,000 for the financial year ending 31 March 2021 be approved."

**8. RESOLUTIONS 4 TO 6:  
RE-ELECTION OF DIRECTORS**

The Meeting noted that Ms Gloria Wong and Mr Lim Han Siang Peter, the Directors of the Company who were retiring pursuant to Article 109 of the Company's Constitution as well as Ms Vivien Goo Bee Yen, the Director who was retiring pursuant to Article 119 of the Company's Constitution, had given their consents to continue to be in office.

**8.1 RESOLUTION 4:  
RE-ELECTION OF MS GLORIA WONG**

Resolution 4 was to deal with the re-election of Ms Gloria Wong as a Director of the Company.

Ms Gloria Wong, upon re-election, will remain as an Executive Director of the Company.

Following the proposal of the motion for Resolution 4 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 4 duly carried and IT WAS RESOLVED:

"THAT Ms Gloria Wong who retires pursuant to Article 109 of the Constitution of the Company, and being eligible for re-election, be hereby re-elected as a Director of the Company."

**8.2 RESOLUTION 5:  
RE-ELECTION OF MR LIM HAN SIANG PETER**

Resolution 5 was to deal with the re-election of Mr Lim Han Siang Peter as a Director of the Company.

It was noted that Mr Lim Han Siang Peter, upon re-election, will remain as an Independent Director and the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Following the proposal of the motion for Resolution 5 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	0	0
No. of shares against:	1,973,925,000	100

Based on the results of the poll, the Chairman declared Resolution 5 not carried.

**8.3 RESOLUTION 6:  
RE-ELECTION OF MS VIVIEN GOO BEE YEN**

Resolution 6 was to deal with the re-election of Ms Vivien Goo Bee Yen as a Director of the Company.

The Chairman informed that Ms Vivien Goo Bee Yen will, upon re-election, remain as an Independent Director and a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company. She will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Following the proposal of the motion for Resolution 6 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 6 duly carried and it WAS RESOLVED:

"THAT Ms Vivien Goo Bee Yen who retires pursuant to Article 119 of the Constitution of the Company, and being eligible for re-election, be hereby re-elected as a Director of the Company."

**9. RESOLUTION 7:  
RE-APPOINTMENT OF MESSRS BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY**

The Meeting noted that the next item on the agenda was to re-appoint Messrs Baker Tilly TFW LLP as the independent auditors of the Company and to authorise the Directors to fix their remuneration. Messrs Baker Tilly TFW LLP had expressed their willingness to continue in office.

Following the proposal of the motion for Resolution 7 by the Chairman, the following results were verified by the Scrutineer:

	Votes	Percentage (%)
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 7 duly carried and it WAS RESOLVED:

"THAT Messrs Baker Tilly TFW LLP be hereby re-appointed as Independent Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

#### 10. OTHER ORDINARY BUSINESS

The Chairman informed that no notification had been received by the Company of any other items of routine business for transaction at the Meeting, and accordingly, the Chairman of the Meeting proceeded to deal with the items of special business.

#### 11. SPECIAL BUSINESS

##### RESOLUTION 8: SHARE ISSUE MANDATE

The first item of Special Business was an Ordinary Resolution to authorise and empower the Directors pursuant to Section 161 of the Companies Act of Singapore and the Catalist Rules to issue shares in the capital of the Company and/or instruments that may or would require shares to be issued, and for such authority to continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

Following the proposal of the motion for Resolution 8 by the Chairman, the following results were verified by the Scrutineer:

	Votes	Percentage (%)
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 8 duly carried and it WAS RESOLVED:

"That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to:

- a. (i) issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options (collectively, "**instruments**") that may or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and/or

- b. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the instruments) that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time of the passing of this Resolution, after adjusting for:
- (1) new Shares arising from the conversion or exercise of any convertible securities;
  - (2) new Shares arising from exercising share options or vesting of share awards provided the share options or share awards (as the case may be) were granted in compliance with the Catalist Rules; and
  - (3) any subsequent bonus issue, consolidation or subdivision of Shares,

provided that the adjustments in accordance with sub-paragraphs (1) and (2) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

**12. RESOLUTION 9:  
PROPOSED RENEWAL OF SHARE PURCHASE MANDATE**

The second item of special business on the agenda was the Ordinary Resolution for the proposed renewal of the share purchase mandate of the Company authorising Directors to

purchase or acquire the Company's shares, subject to the limits as set out in item 9 of the Notice of AGM.

Following the proposal of the motion for Resolution 9 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 9 duly carried and it WAS RESOLVED:

"THAT:-

a. for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 of Singapore ("**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to but not exceeding the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchase(s) ("**On-Market Share Purchase(s)**") transacted on the SGX-ST through the SGX-ST's ready market trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (the "**Other Exchange**"), through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) ("**Off-Market Share Purchase(s)**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

b. unless revoked or varied by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next annual general meeting of the Company is held or required by law or the Constitution to be held (whereupon it will lapse, unless renewed at such meeting);
- (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company at general meeting (if so varied or revoked prior to the next annual general meeting);



- c. in this Resolution:

**"Average Closing Price"** means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase by the Company or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days' period and the day on which the Share Purchases were made;

**"day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price for an Off -Market Share Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off -Market Share Purchase;

**"Market Day"** means a day on which the SGX-ST is open for trading in securities;

**"Maximum Percentage"** means that number of issued Shares representing 10% of the issued Shares (excluding subsidiary holdings and treasury shares) as at the date of the passing of this Resolution unless the Company has effected a reduction of its issued share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued share capital of the Company shall be taken to be the issued share capital of the Company as altered (excluding subsidiary holdings and any treasury shares that may be held by the Company as at that date);

**"Maximum Price"** in relation to a Share to be purchased, means an amount per Share (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off -Market Share Purchase, 120% of the Average Closing Price;

in either case, excluding related expenses of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate;

**"Relevant Period"** means the period commencing from the date of the general meeting at which the renewal of the Share Purchase Mandate is approved and expiring on the date the next annual general meeting is held or required by law to be held, whichever is earlier;

- d. the Directors of the Company be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Purchase Mandate, in any manner as they think fit, which is permitted under the Companies Act; and
- e. the Directors and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution."

**13. RESOLUTION 10:  
PROPOSED CHANGE OF THE COMPANY'S NAME**

The last item of special business on the agenda was to seek Shareholders' approval on the proposed change of the Company's name from "KLW Holdings Limited" to "HS Optimus Holdings Limited".

Following the proposal of the motion for Resolution 10 by the Chairman, the following results were verified by the Scrutineer:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,973,925,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Resolution 10 duly carried and it WAS RESOLVED:

"THAT:-

- a. approval be and is hereby given for the name of the Company to be changed from "KLW Holdings Limited" to "HS Optimus Holdings Limited" and that the name "HS Optimus Holdings Limited" be substituted for "KLW Holdings Limited" wherever the latter name appears in the Constitution; and
- b. the Directors and/or any of them be and are and/or is hereby authorised and empowered to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

#### **14. CONCLUSION**

There being no further business, the Meeting concluded at 10.25 a.m. and was declared closed by the Chairman of the Meeting.

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GLORIA WONG  
CHAIRMAN OF THE MEETING