



## KLW HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199504141D)

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# ENTRY INTO CONDITIONAL SALES AND PURCHASE OF LAND AGREEMENT BY THE JOINT VENTURE

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## 1. Introduction

The Board of Directors (the “**Board**”) of KLW Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements dated 1 March 2017, 24 August 2017, 27 September 2017, 2 November 2017 and 2 March 2018 (collectively, the “**Announcements**”) relating to, *inter alia*, the proposed joint venture in Indonesia through the joint venture company, PT Ambertree Development Jakarta (“**PTADJ**”) and the entry into two (2) master agreements for sale and purchase of lands in Jakarta. Unless otherwise defined, all capitalised terms herein shall bear the same meanings ascribed to them in the Announcements.

Further to the above, the Company wishes to announce that PTADJ has entered into a third conditional sale and purchase of land agreement (“**CSPA**”) for the sale and purchase of land located in South Jakarta (the “**Land**”) with PT KPI on 15 November 2018 (the “**Land Acquisition**”).

## 2. Information on the Land

The Land that is the subject of the Land Acquisition under the CSPA comprises three (3) land parcels and covers an aggregate area of approximately 460 m<sup>2</sup>. It is located in Lebak Bulus District, Cilandak Sub-Regency, South Jakarta, Indonesia, further details of which as set out in the Schedule hereto. The land is located in the area covered by the location licence obtained on 23 May 2018 issued to PTADJ (“**Location Licence**”).

The Land is currently vacant and does not generate any profits. PT KPI will also deliver the Land to PTADJ in a clear condition and free from any party occupying the Land immediately after the execution of the CSPA.

## 3. Terms of the CSPA

### Conditions

The Company has entered into the CSPA conditional on PT KPI obtaining the Rights to Build certificates in respect of the Land to be issued by the Land Office Of South Jakarta Administrative City no later than nine (9) months after the execution of the CSPA. On obtaining the Rights to Build certificates for the Land, PTADJ and PT KPI shall immediately enter into the deeds of sale and purchase in respect of the Land (“**Deeds of Sale and Purchase**”) before a Land Deed Official to complete the Land Acquisition and PT KPI will assist PTADJ to fully comply with the provisions stipulated under the Location Licence.

#### Sale price and payment

The sale price of the Land is approximately IDR 17.480 million (equivalent to approximately S\$1.64 million)<sup>(1)</sup> and was arrived at on a willing buyer willing seller basis, taking into account, *inter alia*, the market value of the Land as at 30 October 2018 being IDR 18.860 million (equivalent to approximately S\$1.77 million)<sup>(1)</sup> based on a valuation report dated 2 November 2018 (the “**Valuation Report**”) commissioned by the Company and carried out by an independent valuer, Roma Appraisals Limited. The sale price will be funded by PTADJ through shareholders’ loans in proportion with their respective shareholdings in PTADJ.

The sale price shall be paid to PT KPI upon the signing of the Deeds of Sale and Purchase.

#### Relative Figures

As none of the relative percentages computed on the bases set out in Rule 1006 of Section B: Rules of Catalist of the Listing Singapore Exchange Securities Trading Limited (“**Catalist Rules**”) exceeds 5%, the Land Acquisition is a non-discloseable transaction under the Catalist Rules.

#### **4. Rationale for the Land Acquisition**

The Directors believe that the Land Acquisition is beneficial to the Group and its shareholders as:

- (a) it provides the Group with the opportunity to acquire land located in a prime district of South Jakarta and achieve a potential upside through the development of the Land;
- (b) it will allow the Group to expand its property investment and development portfolio into Indonesia; and
- (c) it allows the Group to tap on the expertise and network of its joint venture partners for the development of real estate projects into Indonesia.

The Directors further believe that entering into the CSPA (as opposed to an outright sale and purchase agreement, which was entered into in respect of the other parcels of land as described in the Company’s announcements on 2 November 2017 and 2 March 2018) at this stage is in the best interest of the Company as this allows PTADJ to apply for a principal permit of spatial utilisation as stipulated under the Location Licence and accordingly, will not cause the Location Licence to become null and void.

#### **5. Financial Impact on the Group**

The Land Acquisition is not expected to have any material impact on the Group’s net tangible assets or earnings/loss per share for the financial year ending 31 March 2019.

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(1) For the purpose of this announcement, all currency exchange rate throughout this announcement is S\$1: IDR10,670. Such exchange rate has been presented solely for information only and should not be construed as representations that the relevant amounts have been or could be converted at the rates indicated or at any other rate.



**6. Interests of Directors and Controlling Shareholders of the Company**

None of the directors or controlling shareholders of the Company has any interest, direct or indirect (other than through their shareholdings in the Company), in the Land Acquisition.

**7. Documents available for Inspection**

Copies of the CSPA and the Valuation Report will be made available during normal business office hours at the registered office of the Company at No. 2 Kallang Avenue, CT Hub, #07-03, Singapore 339407 for a period of three (3) months commencing from the date of this announcement.

**By Order of the Board**

KLW Holdings Limited  
Ms Wong Gloria  
15 November 2018

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R & T Corporate Services Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this announcement including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Mr Howard Cheam Heng Haw (Telephone: +65 6232 0685) at R & T Corporate Services Pte. Ltd., 9 Battery Road, #25-01, Singapore 049910.*



## Schedule

### DETAILS ON THE LAND

No.	Girik No.	Location	Land area (m <sup>2</sup> )
1.	Girik C No. 506 Persil 27 Block DII	Kelurahan Lebak Bulus, Kecamatan Cilandak, Jakarta Selatan, DKI Jakarta	31
2.	Girik No. C.506, Persil 27 Block II	Kelurahan Lebak Bulus, Kecamatan Cilandak, Jakarta Selatan, DKI Jakarta	80
3.	Girik C. 675 Persil No. 27 Block DI	Kelurahan Lebak Bulus, Kecamatan Cilandak, Jakarta Selatan, DKI Jakarta	349
<b>Total Land area</b>			<b>460</b>