

KLW HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 199504141D)

**LETTER TO SHAREHOLDERS REGARDING THE ANNUAL GENERAL MEETING OF THE
COMPANY TO BE HELD BY ELECTRONIC MEANS ON 29 SEPTEMBER 2020**

Dear Shareholders

1. INTRODUCTION

This letter is circulated together with and forms part of KLW Holdings Limited's (the "**Company**") Notice of Annual General Meeting ("**AGM**") dated 7 September 2020 (the "**Notice of AGM**") in respect of the upcoming AGM of the Company scheduled to be held by way of electronic means on Tuesday, 29 September 2020 at 10.00 a.m.

The AGM is an important event in the Company's corporate calendar. Normally, we would arrange for our shareholders ("**Shareholders**") to attend the AGM physically as it is an opportunity for the board of directors (the "**Board**") and management of the Company to meet and engage with Shareholders directly.

This year we are faced with an unprecedented situation due to the COVID-19 outbreak. We wish to highlight the following updates on the COVID-19 outbreak which has affected our AGM preparation:

- (a) the implementation by the Singapore Government on 3 April 2020 of an elevated set of safe distancing measures as "circuit breakers" to pre-empt the trend of increasing local transmission of COVID-19 and ongoing COVID-19 restriction orders in Singapore;
- (b) the COVID-19 (Temporary Measures) Act 2020 ("**COVID-19 Act**") passed by Parliament on 7 April 2020 which enables the Minister of Law by order to prescribe alternative arrangements for meetings to be convened, held or conducted, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (c) the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 ("**COVID-19 Order**") which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (d) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020 (and updated on 27 April 2020), providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments, the Board wishes to inform Shareholders that the Company will be conducting the AGM wholly by way of electronic means pursuant to First Schedule of the COVID-19 Order.

2. DOCUMENTS FOR THE AGM

Documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 March 2020, the Appendix to the Notice of AGM dated 7 September 2020 in relation to the proposed renewal of the general mandate to authorise the Directors to purchase or acquire shares of the Company and the proposed change of name of the Company, the Notice of AGM and the accompanying Proxy Form (as defined herein) for the AGM, as well as the responses to questions raised by Shareholders in the manner prescribed below have been or will be published on (i) the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL www.klw.com.sg/investor-relations/agm-2020/. **Printed copies of these documents will NOT be sent to Shareholders.**

3. NO PHYSICAL ATTENDANCE AT THE AGM

Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM in person. **Any Shareholder seeking to attend the AGM physically in person will be turned away.**

4. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION AT THE AGM

The Company has made the following alternative arrangements for Shareholders to participate at the AGM:-

- (a) observing or listening to the proceedings of the AGM contemporaneously via a "live" audio-visual webcast of the AGM ("**LIVE WEBCAST**");
- (b) submitting questions in advance of the AGM; and
- (c) voting on their behalf, by appointing the Chairman of the AGM as proxy at the AGM.

Persons who hold the shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including Supplementary Retirement Scheme ("**SRS**") investors, and who wish to participate at the AGM by:-

- (i) observing or listening to the proceedings of the AGM contemporaneously via LIVE WEBCAST;
- (ii) submitting questions in advance of the AGM; and
- (iii) voting on their behalf, by appointing the Chairman of the AGM as proxy at the AGM,

should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation at the AGM.

5. REGISTRATION PROCESS FOR LIVE WEBCAST

Shareholders who wish to participate at the AGM by observing or listening to the proceedings of the AGM through the LIVE WEBCAST (via their smart phones, tablets or laptops/computers) must register online to create an account at the URL <https://sg.conveneagm.com/klwholdings> no later than **10 a.m. on 26 September 2020** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the “**Registration Deadline**”) to enable the Company to verify the Shareholders’ status.

Following the verification, authenticated Shareholders will receive an email confirmation **by 28 September 2020** to access the LIVE WEBCAST to observe the proceedings of the AGM using the account created.

Shareholders who register by the Registration Deadline but do not receive an email response **by 10.00 a.m. on 28 September 2020** should contact the Company’s Share Registrar, **Boardroom Corporate & Advisory Services Pte. Ltd.**, at **+65 6536 5355 (Mondays to Fridays, excluding Public Holidays, from 9.00 a.m. to 5.30 p.m.)** or by email at srs.teamc@boardroomlimited.com.

Persons who hold the shares of the Company through relevant intermediaries, including SRS investors, should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation at the AGM.

6. SUBMISSION OF PROXY FORMS TO VOTE

Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.

Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to vote on their behalf by completing the Proxy Form for the AGM. Shareholders must specifically indicate how they wish to vote for or vote against (or abstain from voting on) in respect of a resolution set out in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

The instrument appointing the Chairman of the AGM as proxy (which may be accessed at the Company’s website at www.klw.com.sg/investor-relations/agm-2020/ or the SGXNet), together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy (“**Proxy Form**”) thereof, must:

- a) if sent by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- b) if submitted by email, be received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamc@boardroomlimited.com.

in either case, **by 10 a.m. on 27 September 2020** (being not less than forty-eight (48) hours before the time appointed for holding the AGM) and in default the Proxy Form for the AGM shall not be treated as valid.

A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

SRS investors who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective SRS Operators to submit their votes to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by post at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or by email at srs.teamc@boardroomlimited.com at least seven (7) working days before the AGM (i.e. **by 10 a.m. on 18 September 2020**).

In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

7. SUBMISSION OF QUESTIONS

Shareholders will NOT be able to ask questions during the AGM via LIVE WEBCAST, and therefore it is important for Shareholders to submit their questions in advance of the AGM.

Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM **by 10 a.m. on 26 September 2020** (being not less than seventy-two (72) hours before the time appointed for holding the AGM):

- (a) via the pre-registration website at <https://sg.conveneagm.com/klwholdings> ;
- (b) by email to klwagm2020@klw.com.sg; or
- (c) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Please state your questions and provide your particulars (comprising your full name as per CDP/SRS Account records, NRIC or Passport Number or Company Registration Number, number of shares held in the Company, contact number and email address). Any question without these identification details will not be entertained.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, Shareholders are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavor to address all substantial and relevant questions from Shareholders relating to the agenda of the AGM prior to the AGM via publication on (i) the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL www.klw.com.sg/investor-relations/agm-2020/, or at the AGM via LIVE WEBCAST. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

The minutes of the AGM, will thereafter be published on (i) the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL www.klw.com.sg/investor-relations/agm-2020/, within one (1) month after the conclusion of the AGM.

8. OTHERS

In view of the evolving COVID-19 situation, we wish to seek Shareholders' understanding that further precautionary measures and/or changes to the Company's AGM arrangements may be made in the ensuing days up to the date of the Company's AGM, according to the guidelines issued by government agencies, in order to curb the spread of COVID-19. Shareholders are encouraged to regularly check the Company's website at the URL www.klw.com.sg/investor-relations/agm-2020/ and the SGXNet for the latest updates with respect to the Company's AGM.

Yours faithfully
For and on behalf of the Board of Directors of
KLW HOLDINGS LIMITED

Gloria Wong
Executive Director

7 September 2020

This letter has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R&T Corporate Services Pte. Ltd. (the "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 letter including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

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

The contact person for the Sponsor is Mr Howard Cheam Heng Haw (Telephone: +65 6232 0685) at R&T Corporate Services Pte. Ltd. at 9 Straits View #06-07, Marina One West Tower, Singapore 018937.