



KLW HOLDINGS LIMITED

(Company Registration Number: 199504141D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms contained herein shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders of the Company dated 5 April 2016 ("Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of KLW Holdings Limited (the "**Company**") will be held at **190 Macpherson Road #03-02 Singapore 348548**, on 20 April 2016 at 2.00 p.m. to transact the following business:

ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITORS

THAT the Audit Committee and the Board having confirmed that:-

- (a) Crowe Horwath First Trust LLP ("**Crowe Horwath**") was appointed as auditors of the Company since the financial year ended 31 December 2010. The Board having reviewed the fee proposal of Baker Tilly TFW LLP ("**Baker Tilly**"), and in consultation with the Audit Committee, had determined that the proposal from Baker Tilly is best suited to meet the existing needs and audit requirements of the Group and the quantum of professional fees for the audit services proposed by Baker Tilly is more reasonable, competitive and cost effective in comparison to that charged by Crowe Horwath. Accordingly, the Board, with the concurrence of the Audit Committee, proposes to appoint Baker Tilly as auditors of the Company in place of Crowe Horwath for the financial year ended 31 March 2016;
- (b) Crowe Horwath has confirmed to Baker Tilly that it is not aware of any professional reasons why Baker Tilly should not accept the appointment as Auditors, but Crowe Horwath drew attention in the letter to the audit report of the Company and its subsidiaries dated 8 July 2015 on matters noted during the audit for the financial year ended 31 March 2015;
- (c) that there were no disagreements with Crowe Horwath on accounting treatments within the last 12 months from the date of the Circular;
- (d) the Company is not aware of any circumstances connected with the Proposed Change of Auditors which has not been disclosed in the Circular;
- (e) the reasons for the Proposed Change of Auditors are as disclosed in Paragraph 2.1 of the Circular. The Proposed Change of Auditors is neither due to the dismissal of Crowe Horwath nor Crowe Horwath declining to stand for election; and
- (f) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalyst Rules in relation to the appointment of Baker Tilly as its new Auditors,

that (i) Baker Tilly, having consented to act, be and are hereby appointed as Auditors of the Company in place of Crowe Horwath to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed between the Directors and Baker Tilly ("**Proposed Change of Auditors**"), and (ii) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

BY ORDER OF THE BOARD

Jennifer Lee
Company Secretary
Singapore
5 April 2016

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend and vote in his behalf and such proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
3. A member of the Company who is a relevant intermediary (as defined in Section 181 of the Companies Act, Cap. 50) and who is entitled to attend and vote at the above Meeting may appoint more than two proxies to attend and vote on its behalf, but each proxy must be appointed to exercise the rights attached to the respective share or on shares held by the member (which number and class of shares shall be specified). In such an event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.
4. A corporation which is a member may, by resolution of its directors or other governing body, appoint such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
5. The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof at the Registered Office of the Company at 39 Kaki Bukit Industrial Terrace, Singapore 416119 not less than forty-eight (48) hours before the time for holding the EGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
7. A depositor's name must appear in the depository register maintained by the Central Depository (Pte) Limited at least seventy-two (72) hours before the time fixed for the holding of the EGM or any postponement or adjournment thereof, in order for the depositor to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice 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 notice including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

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

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 Straits Trading Building, Singapore 049910.