

KLW HOLDINGS LIMITED
(the "**Company**")
(Company Registration Number 199504141D)
(Incorporated in the Republic of Singapore)

**SUPPLEMENTAL DEED TO THE CONDITIONAL SUBSCRIPTION AND
SUBSCRIPTION OPTION AGREEMENT ENTERED INTO WITH THE SUBSCRIBER
ON 15 NOVEMBER 2013**

*Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the announcement issued by the Company dated 15 November 2013 relating to the subscription of 500,000,000 new ordinary shares in the capital of the Company, subscription option of up to 2,000,000,000 new ordinary shares in the capital of the Company and the renounceable non-underwritten rights issue of shares with free detachable warrants (the "**Previous Announcement**").*

1. Introduction

The Board refers to the Previous Announcement and wishes to announce that the Company has on 3 April 2014 entered into a supplemental deed (the "**Supplemental Deed**") with the Subscriber to supplement and vary the Agreement in the manner as set out in the Supplemental Deed.

Except to the extent varied or amended by the provisions of the Supplemental Deed, the terms and conditions of the Agreement shall remain in full force and effect.

2. Amendments to the Agreement

The salient amendments pursuant to the Supplemental Deed are substantially as follows:

- (i) Extension of the long stop date for the satisfaction of the conditions precedent set out in Clause 4.1 of the Agreement from 15 May 2014 to 15 June 2014;
- (ii) The Company shall, not later than one (1) month before the expiry of the Call Option Period or the Put Option Period as the case may be, give notice to the Subscriber in accordance with Clause 10 of the Agreement, of the expiry of the Call Option Period or the Put Option Period as the case may be and announce the same on the SGX-ST;
- (iii) That any material alterations to the terms of the Subscription Option to the advantage of the Subscriber or Subscriber Nominee is subject to the approval of the Shareholders and the SGX-ST;
- (iv) Definition of "*Call Option Shares*" and "*Put Option Shares*" shall be amended to clarify that the number of Call Option Shares and Put Option Shares are subject to adjustments in the event of certain corporate exercises which include any consolidation, subdivision of the Shares, capitalisation issue, capital distribution, rights issue and issue at discount other than by way of rights; and
- (v) Definition of "*Placement Completion Date*" shall be amended to clarify that if the Rights cum Warrants Issue is not approved by Shareholders, it

would fall on one Market Day after the date of the EGM convened to seek Shareholders' approval for the Rights cum Warrants Issue.

3. Further Developments

The Company will make the appropriate announcements on any further developments in respect of the Agreement and the Proposed Exercises.

By order of the Board
KLW Holdings Limited

Lee Boon Teck
Executive Chairman
3 April 2014

*This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this announcement. The details of the contact person for the Sponsor are:

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