



KLW HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
 Registered office: 19 Senoko Loop, Singapore 758169
 Registration No. 199504141D

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **KLW HOLDINGS LIMITED** will be held at 190 Macpherson Road #03-02 Wisma Gulab Building Singapore 348548 on 29 July 2015 at 10am to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company and the Group for the financial year ended 31 March 2015 together with the Auditors' Report thereon. **[Resolution 1]**
2. To approve the payment of Directors' Fees of S\$195,000/- for the financial year ended 31 March 2015. [2014: S\$135,000/-]. **[Resolution 2]**
3. To re-elect Mr Lee Boon Teck who is retiring pursuant to Article 109 of the Company's Articles of Association. **[Resolution 3]**
[See Explanatory Note]
4. To re-elect Mr Teo Hin Guan who is retiring pursuant to Article 109 of the Company's Articles of Association. **[Resolution 4]**
Mr Teo Hin Guan is an Independent Director and will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and member of both the Audit and Nominating Committee. Mr Teo Hin Guan will be considered independent pursuant to Rule 704(7) of the Catalyst Rules.
[See Explanatory Note]
5. To re-elect Pengiran Muda Abdul Qawi who is retiring pursuant to Article 119 of the Company's Articles of Association. **[Resolution 5]**
Pengiran Muda Abdul Qawi is a Non-Executive Director and will, upon re-election as a Director of the Company, remain as the Chairman of the Board. Pengiran Muda Abdul Qawi is considered a non-independent director.
[See Explanatory Note]
6. To re-appoint Messrs Crowe Horwath First Trust LLP as auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **[Resolution 6]**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following **Ordinary Resolution**, with or without any modifications:

8. Authority to issue shares

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalyst ("Catalist Rules") of Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options or other instruments convertible into shares (collectively "Instruments") that might 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,
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, 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

provided that:-

- (A) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100 per cent (100%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50 per cent (50%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (B) below);
- (B) (subject to such manner of calculation as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (A) above, the percentage of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for :-
 - a. new shares arising from the conversion or exercise of any convertible securities;
 - b. new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of the resolution approving this Resolution provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - c. any subsequent bonus issue, consolidation or subdivision of shares;
- (C) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Articles of Association of the Company; and
- (D) and 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." **[Resolution 7]**
[See Explanatory Note]

BY ORDER OF THE BOARD

JENNIFER LEE SIEW JEE

Company Secretary

Singapore, 13 July 2015

Notes:

- (1) A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing 100% of the shareholding and any other named proxy as alternate(s) to the first named.
- (3) Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
- (4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 39 Kaki Bukit Industrial Terrace Singapore 416119 not later than 48 hours before the time appointed for the Meeting.
- (5) The instrument appointing a proxy or proxies must be under the hand of the appointor or of 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 seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (6) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

Explanatory Note:

The Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares in the Company. The number of shares that the Directors may allot and issue under this resolution would not exceed one hundred per centum (100%) of the total number of issued shares in the capital of the Company at the time of the passing of this resolution. For issue of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company.

The Resolution 3, 4 and 5 above are to re-elect Mr Lee Boon Teck, Mr Teo Hin Guan and Pengiran Muda Abdul Qawi as Directors of the Company under the articles of association of the Company. Key information on Mr Lee Boon Teck, Mr Teo Hin Guan and Pengiran Muda Abdul Qawi is found on page 10 of the annual report. There are no material relationship between those three directors and the other Directors of the Company.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Company's Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the Exchange and the Exchange assumes 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 details of the contact person for the Sponsor are:

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