

APPENDIX DATED 7 SEPTEMBER 2020

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about the contents of this Appendix or the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or any other professional adviser immediately.

Capitalised terms appearing on the cover of this Appendix have the same meanings as defined herein.

This Appendix is circulated to the shareholders of the Company (the "**Shareholders**") together with the Company's annual report for the financial year ended 31 March 2020 ("**Annual Report**"). Its purpose is to explain to the Shareholders the rationale and provide information relating to, and to seek Shareholders' approval for, the proposed renewal of the Share Purchase Mandate and the Proposed Change of Name to be tabled at the 2020 AGM of the Company to be held by electronic means on 29 September 2020 at 10:00 a.m. (or any adjournment thereof). The Notice of AGM and the Proxy Form are enclosed with the Annual Report.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Ltd ("**CDP**"), you need not forward this Appendix, the Notice of AGM and the Proxy Form in the Annual Report to the purchaser or transferee as arrangements will be made by CDP for a separate Appendix to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company by physical share certificate(s), you should immediately forward this Appendix, the Notice of AGM and the Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This Appendix 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 SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this Circular including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

This Appendix has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

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

Printed copies of this Appendix will not be sent to Shareholders. Instead, this Appendix will be sent to Shareholders by electronic means via publication on the Company's website at www.klw.com.sg/investor-relations/agm-2020/ and the SGXNET. **Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, Shareholders will not be able to attend the 2020 AGM in person. The proceedings of the 2020 AGM will be held by way of electronic means and through a "live" webcast. A Shareholder will also not be able to vote online on the resolutions to be tabled for approval at the 2020 AGM. A Shareholder (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the 2020 AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the 2020 AGM if such Shareholder wishes to exercise his/her/its voting rights at the 2020 AGM.** Please refer to section 7 of this Appendix for further information, including the steps to be taken by Shareholders to participate at the 2020 AGM. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its AGM arrangements at short

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notice. Shareholders should check the Company's website at www.klw.com.sg/investor-relations/agm-2020 for the latest updates on the status of the 2020 AGM, if any.



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

APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING

IN RELATION TO

- (A) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE; AND**
- (B) THE PROPOSED CHANGE OF THE NAME OF THE COMPANY FROM "KLW HOLDINGS LIMITED" TO "HS OPTIMUS HOLDINGS LIMITED"**

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout the Appendix:

- "2020 AGM"** : The AGM of the Company to be held on 29 September 2020 at 10:00 a.m. (or any adjournment thereof).
- "ACRA"** : Accounting and Corporate Regulatory Authority of Singapore.
- "Act" or "Companies Act"** : The Companies Act, Chapter 50 of Singapore, as amended, modified or supplemented from time to time.
- "AGM"** : Annual general meeting of the Company.
- "Annual Report"** : The Group's annual report for the financial year ended 31 March 2020.
- "Appendix"** : This Appendix to Shareholders dated 7 September 2020 in relation to the proposed renewal of the Share Purchase Mandate and the Proposed Change of Name
- "Approval Date"** : The date of the 2020 AGM at which the approval for proposed renewal of the Share Purchase Mandate is sought.
- "Associate"** : (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of thirty per cent. (30%) or more; and
- (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of thirty per cent. (30%) or more,
- or such other definition as the Catalist Rules may from time to time prescribe.
- "Board"** : The board of directors of the Company as at the date of this Appendix.
- "Catalist"** : The sponsor-supervised listing platform of the SGX-ST.

DEFINITIONS

"Catalist Rules"	:	Section B: Rules of Catalist of the Listing Manual, as may be amended, modified or supplemented from time to time.
"CDP"	:	The Central Depository (Pte) Limited.
"Company"	:	KLW Holdings Limited.
"Constitution"	:	The constitution of the Company, as amended or modified from time to time.
"control"	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company.
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly fifteen per cent. (15%) or more of the nominal amount of all voting shares in the Company, unless determined by the SGX-ST that such person is not a controlling shareholder; or (b) in fact exercises control over the Company.
"Directors"	:	The directors of the Company as at the date of this Appendix.
"FY"	:	The financial year of the Company ended or ending 31 March (as the case may be).
"Group"	:	The Company and its subsidiaries, collectively.
"Latest Practicable Date"	:	24 August 2020, being the latest practicable date prior to the printing of this Appendix.
"LPS"	:	Loss per Share.
"Market Day"	:	A day on which the SGX-ST is open for trading in securities.
"month"	:	A calendar month.
"Notice of AGM"	:	The notice of 2020 AGM dated 7 September 2020 attached to the Annual Report.
"NTA"	:	Net tangible assets.
"Off-Market Share Purchase"	:	A Share Purchase by the Company effected pursuant to an equal access scheme, which is in accordance with Section 76C of the Act, for the purchase of Shares from the Shareholders.
"On-Market Share Purchase"	:	A Share Purchase by the Company effected on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purchase.

DEFINITIONS

"Proposed Change of Name"	: The proposed change of the name of the Company from "KLW Holdings Limited" to "HS Optimus Holdings Limited".
"Proxy Form"	: The proxy form accompanying the Notice of AGM.
"Securities Account"	: A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent.
"SFA"	: The Securities and Futures Act, Chapter 289, of Singapore, as amended, modified or supplemented from time to time.
"SGX-ST"	: Singapore Exchange Securities Trading Limited.
"Share Purchase"	: The purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate.
"Share Purchase Mandate"	: The general mandate to authorise the Directors to purchase or acquire Shares of up to 10% of the issued Shares of the Company in accordance with the terms of this Appendix and subject to compliance with the Companies Act and Catalist Rules.
"Shareholders"	: Registered holders of Shares in the register of members of the Company, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited.
"Shares"	: Ordinary shares in the capital of the Company.
"SIC"	: Securities Industry Council of Singapore.
"Sponsor"	: R & T Corporate Services Pte. Ltd.
"Substantial Shareholder"	: A person who has an interest (directly or indirectly) of 5% or more of the total issued Shares (excluding treasury shares).
"Take-over Code"	: The Singapore Code on Take-overs and Mergers, and all practice notes, rules and guidelines thereunder, as may be issued, amended or modified from time to time.
"treasury shares"	: Shall have the meaning ascribed to it under Section 4 of the Companies Act.
<u>Currencies, Units and Others</u>	
"S\$" and "cents"	: Singapore dollars and cents respectively, unless otherwise stated.
"%" or "per cent."	: Per centum or percentage.

DEFINITIONS

The expressions "**acting in concert**" shall have the respective meanings ascribed to them in the Take-over Code.

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the respective meanings ascribed to them in Section 81SF of the SFA.

The term "**subsidiary**" has the meaning ascribed to it in Section 5 of the Act. The term "**subsidiary holdings**" is defined in the Catalist Rules to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Appendix shall have the meaning assigned to it under the Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and date in this Appendix is made by reference to Singapore time and date respectively, unless otherwise stated.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

Any discrepancies in the table included in this Appendix between the listed amounts and the totals are due to rounding. Accordingly, figures shown as totals in certain tables may not be an aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

KLW HOLDINGS LIMITED

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

Directors:

Pengiran Muda Abdul Qawi	(Non-Executive Chairman)
Ms Wong Gloria	(Executive Director)
Ms Lam Kwan Linda	(Executive Director)
Mr Lim Han Siang Peter	(Independent Director)
Mr Chan Ka Kin Kevin	(Independent Director)
Mr Mark Leong Kei Wei	(Independent Director)
Ms Vivien Goo Bee Yen	(Independent Director)

Registered Office:

2 Kallang Avenue
CT Hub #07-03,
Singapore 339407

7 September 2020

To: The Shareholders of **KLW HOLDINGS LIMITED**

Dear Sir / Madam,

- (A) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE; AND**
- (B) THE PROPOSED CHANGE OF THE NAME OF THE COMPANY FROM "KLW HOLDINGS LIMITED" TO "HS OPTIMUS HOLDINGS LIMITED"**

1. INTRODUCTION

1.1. 2020 AGM

The Directors wish to refer to (i) the Notice of AGM dated 7 September 2020, accompanying the Company's Annual Report to convene the 2020 AGM; (ii) Resolution 9 being the ordinary resolution for the proposed renewal of the Share Purchase Mandate to allow the Company to purchase or otherwise acquire shares in the capital of the Company; and (iii) Resolution 10 being the special resolution for the Proposed Change of Name. The Directors propose to seek the approval of Shareholders for the proposed renewal of the Share Purchase Mandate and the Proposed Change of Name at the 2020 AGM to be held by electronic means.

1.2. Appendix

The purpose of this Appendix is to provide Shareholders with the relevant information in relation to the above, and to seek the approval of Shareholders at the 2020 AGM for the matters set out in this Appendix.

The SGX-ST assumes no responsibility for the accuracy or correctness of any statements or opinions made or reports contained in this Appendix. The Sponsor has reviewed this Appendix in accordance with Rules 226(2)(b) and 753(2) of the Catalist Rules.

1.3. Legal Adviser

Virtus Law LLP is the legal adviser to the Company as to Singapore law in relation to the proposed renewal of the Share Purchase Mandate and the Proposed Change of Name.

LETTER TO SHAREHOLDERS

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1. Background

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by, the Companies Act and the Catalist Rules and such other laws and regulations as may, for the time being, be applicable. During the validity period of the Share Purchase Mandate, the Directors will have the authority to exercise all powers of the Company in purchasing or acquiring Shares pursuant to the terms of the Share Purchase Mandate. Regulation 16 of the Constitution expressly permits the Company to purchase or otherwise acquire its issued Shares on such terms and in such manner as the Company may from time to time think fit subject to and in accordance with the Companies Act. The Company is also required to obtain approval of its Shareholders at a general meeting if it wishes to purchase or acquire its own Shares.

In this regard, Shareholders had approved the adoption of the Share Purchase Mandate at the extraordinary general meeting of the Company held on 26 July 2019 ("**2019 Mandate**"). The authority and limits of the 2019 Mandate were set out in the circular to Shareholders and the ordinary resolution in the revised notice of extraordinary general meeting each dated 11 July 2019. The authority conferred by the 2019 Mandate was expressed to continue in force up to the date on which the next annual general meeting of the Company is held or required by law to be held and, as such, will be expiring on 29 September 2020, being the date of the forthcoming 2020 AGM.

Accordingly, the Directors propose that the Share Purchase Mandate be renewed at the 2020 AGM. If the proposed renewal of the Share Purchase Mandate is approved at the 2020 AGM, the authority conferred by the Share Purchase Mandate will take effect from the date the resolution is passed and continue to be in force until the next AGM (whereupon it will lapse, unless renewed at such meeting) or until the authority conferred by the Share Purchase Mandate is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM), or the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earliest.

2.2. Rationale for the Share Purchase Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) in managing the business of the Group, the management will strive to increase Shareholders' value by improving, *inter alia*, the return on equity of the Group. In addition to growth and expansion of the business, Share Purchases may be considered as one of the ways through which the return on equity of the Group may be enhanced;
- (b) Shares which are purchased or acquired by the Company pursuant to the Share Purchase Mandate and held as treasury shares may, *inter alia*, to the extent permitted by applicable law, be transferred for the purposes of or pursuant to share incentive schemes implemented by the Company, to enable the Company to take advantage of tax deductions under the current taxation regime. The use of treasury

LETTER TO SHAREHOLDERS

shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders;

- (c) the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising returns to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner; and
- (d) the Share Purchase Mandate will provide the Company with the flexibility to undertake share repurchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

Shareholders should note that Share Purchases will be made only if the Directors believe it can benefit the Company and its Shareholders. If and when circumstances permit, the Directors will decide whether to effect such Share Purchases via On-Market Share Purchases or Off-Market Share Purchases, after taking into account the amount of cash available, the prevailing market conditions and the most cost-effective and efficient approach. No Share Purchases will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position of the Group as a whole and/or affect the listing status of the Company on the Catalist. Shareholders should note that Share Purchases pursuant to the Share Purchase Mandate may not be carried out to the full limit as authorised.

2.3. Authority and Limits on the Share Purchase Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate are set out below:

- (a) **Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10% of the issued Shares, ascertained as at the Approval Date, unless the Company has reduced its share capital by a special resolution under Section 78C of the Act, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the special resolution. Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for purposes of computing the 10% limit.

For illustrative purposes only, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date comprising 5,380,556,316 Shares and assuming that no further Shares are issued on or prior to the 2020 AGM, not more than 538,055,631 Shares (representing ten per cent. (10%) of the issued and paid-up share capital of the Company as at that date) may be purchased or acquired by the Company pursuant to the proposed Share Purchase Mandate. As at the Latest Practicable Date, the Company does not have any treasury shares and/or subsidiary holdings.

While the Share Purchase Mandate would authorise Share Purchases up to 10% of the issued and paid-up Shares as at Approval Date, the Share Purchases may not be

LETTER TO SHAREHOLDERS

carried out to the full extent mandated to comply with the public float requirements in Rule 723 of the Catalist Rules or should the Share Purchases result in market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

(b) **Duration of Authority**

Share Purchases may be made, at any time and from time to time, on and from the Approval Date, up to the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law or the Constitution to be held (whereupon it will lapse, unless renewed at such meeting);
- (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company at general meeting (if so varied or revoked prior to the next AGM).

The Share Purchase Mandate may be renewed at each AGM or other general meeting of the Company.

(c) **Manner of Share Purchase**

Share Purchases may be made by way of, amongst others:

- (i) On-Market Share Purchases, transacted on the SGX-ST through the SGX-ST's ready market trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) Off-Market Share Purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Catalist Rules.

In an Off-Market Share Purchase, the Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Catalist Rules, the Act and the Constitution and other applicable laws and regulations, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme(s).

Under the Act, an Off-Market Share Purchase must satisfy all the following conditions:

- (i) the offers for the Share Purchase shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and

LETTER TO SHAREHOLDERS

- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (A) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (B) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable); and
 - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rules provides that, in making an Off-Market Share Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Purchase;
- (iv) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the Share Purchase, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (vi) details of any Share Purchases made by the Company in the previous twelve (12) months (whether On-Market Share Purchases or Off-Market Share Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the Share Purchases, where relevant, and the total consideration paid for the Share Purchases; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) **Maximum Purchase Price**

The purchase price per Share (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share pursuant to a Share Purchase must not exceed:

- (i) in the case of an On-Market Share Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and

LETTER TO SHAREHOLDERS

- (ii) in the case of an Off-Market Share Purchase pursuant to an equal access scheme, up to one hundred and twenty per cent. (120%) of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding related expenses of the Share Purchase.

For the above purposes:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase by the Company or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days' period and the day on which the Share Purchases were made; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase.

2.4. Status of Shares Purchased by the Company

(a) **Cancellation**

Any Share which is purchased or acquired by the Company shall, unless held as treasury shares to the extent permitted under the Act, be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share will expire on cancellation.

All Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Act) will be automatically delisted by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are cancelled and not held as treasury shares. At the time of each purchase or acquisition of Shares, the Company may decide whether the Shares purchased or acquired will be cancelled or held as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

(b) **Treasury Shares**

Under the Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Act are summarised below:

LETTER TO SHAREHOLDERS

(i) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares. Any Shares held as treasury shares in excess of this limit shall be disposed of or cancelled by the Company in accordance with Section 76K of the Act within six (6) months from the date such limit is exceeded, or such further period as may be allowed by the ACRA.

The Company has no Shares held as treasury shares as at the Latest Practicable Date.

(ii) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Take-Over Code):

- (A) sell the treasury shares for cash;
- (B) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (C) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (D) cancel the treasury shares; or
- (E) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, Rule 704(31) of the Catalist Rules requires that the Company immediately announce any sale, transfer, cancellation and/or use of treasury shares stating the following:

- (A) date of the sale, transfer, cancellation and/or use;
- (B) purpose of such sale, transfer, cancellation and/or use;
- (C) number of treasury shares sold, transferred, cancelled and/or used;
- (D) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (E) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (F) value of the treasury shares if they are used for a sale or transfer, or cancelled.

(iii) Voting and Other Rights

LETTER TO SHAREHOLDERS

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed.

A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.5. Source of Funds

The Company may only apply funds legally available for such Share Purchases in accordance with its Constitution, and the applicable laws in Singapore. The Act permits the Company to make Share Purchases out of the Company's capital or profits so long as the Company is solvent and any payments for the Share Purchases by the Company shall include any expenses (including brokerage or commission) incurred directly in the Share Purchase. The Company may not buy Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Pursuant to Section 76F(4) of the Act, the Company is solvent if the following conditions are satisfied:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if –
 - (i) it is intended to commence winding up of the Company within the period of twelve (12) months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of twelve (12) months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of twelve (12) months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after any proposed purchase of Shares, acquisition, variation or release of the Company's obligations (as the case may be), become less than the value of its liabilities (including contingent liabilities).

When Shares are purchased or acquired, and cancelled:

LETTER TO SHAREHOLDERS

- (a) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (including any expenses, such as brokerage or commission incurred directly in the purchase or acquisition of the Shares) (the "**Purchase Price**");
- (b) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits by the total amount of the Purchase Price; or
- (c) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

The Company intends to use internal sources of funds or external borrowings or a combination of both to finance the Share Purchases pursuant to the Share Purchase Mandate. The Directors will, firstly, consider the availability of internal resources and will thereafter consider the availability of external financing.

2.6. Financial Impact

- (a) **General**

Shareholders should note that the financial effects illustrated below are for illustration purposes only. In particular, it is important to note that the financial analysis set out below are based on the audited financial statements of the Company for FY2020 and are not necessarily representative of the future financial performance of the Group. Although the proposed Share Purchase Mandate would authorise the Company to purchase up to ten per cent. (10%) of the Company's issued Shares, the Company may not necessarily purchase or be able to purchase the said ten per cent. (10%) of the issued Shares in full.

- (b) **Financial Effects of the Share Purchase Mandate**

It is not possible for the Company to realistically calculate or quantify the financial effects of purchases or acquisitions that may be made pursuant to the Share Purchase Mandate, as it would depend on factors such as the aggregate number of Shares purchased or acquired, the Purchase Price paid at the relevant time, the amount (if any) borrowed by the Company to fund the purchases, whether the Share Purchase is made out of profits or capital, and whether the Shares purchased are held in treasury or cancelled. Where the Shares are purchased or acquired entirely out of profits of the Company, the Purchase Price paid by the Company for the Shares will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

The Directors do not propose to exercise the Share Purchase Mandate to such an extent that it would have a material adverse effect on the financial condition and working capital requirements of the Company. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Company, the prevailing market conditions and the financial position of the Group.

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The proposed Share Purchase Mandate will be exercised with a view to enhance the earnings and/or NTA value per Share of the Company.

Purely for illustrative purposes, on the basis of 5,380,556,316 Shares in issue as at the Latest Practicable Date, and assuming no further Shares are issued and no Shares are held by the Company as treasury shares, the purchase by the Company of ten per cent. (10%) of its issued Shares will result in the purchase of 538,055,631 Shares.

In the case of On-Market Share Purchases by the Company and assuming that the Company purchases or acquires 538,055,631 Shares at the Maximum Price of S\$0.0053 for each Share (being the price equivalent to one hundred and five per cent. (105%) of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the Official List of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 538,055,631 Shares is S\$2,851,695.

In the case of Off-Market Share Purchases by the Company and assuming that the Company purchases or acquires 538,055,631 Shares at the Maximum Price of S\$0.0060 for each Share (being the price equivalent to one hundred and twenty per cent. (120%) of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the Official List of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 538,055,631 Shares is S\$3,228,334.

Purely for illustrative purposes only and on the basis of the assumptions set out above as well as the following:

- (A) the Share Purchase Mandate had been effective on 1 April 2019;
- (B) the Company had purchased or acquired 538,055,631 Shares (representing ten per cent. (10%) of its total number of issued Shares as at the Latest Practicable Date);
- (C) such Share Purchases are funded by internal sources of funds and external borrowings; and
- (D) transaction costs incurred for the Share Purchases have been assumed to be insignificant and hence, have been disregarded for the purpose of computing the financial effects;

the financial effects of:

- (i) the purchase or acquisition of 538,055,631 Shares by the Company pursuant to the Share Purchase Mandate by way of On-Market Share Purchases and such Shares are cancelled;
- (ii) the purchase of 538,055,631 Shares by the Company pursuant to the Share Purchase Mandate by way of Off-Market Share Purchases and such Shares are cancelled;

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(iii) the purchase of 538,055,631 Shares by the Company pursuant to the Share Purchase Mandate by way of On-Market Share Purchases and such Shares are held as treasury shares; and

(iv) the purchase of 538,055,631 Shares by the Company pursuant to the Share Purchase Mandate by way of Off-Market Share Purchases and such Shares are held as treasury shares,

on the audited financial statements of the Company and the Group for FY2020 are set out below:

(I) **Financial effects on the Group and the Company assuming that 538,055,631 Shares are purchased or acquired pursuant to the Share Purchase Mandate by way of On-Market Share Purchases and such Shares are cancelled immediately on purchase or acquisition:**

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 March 2020				
Share Capital	103,171	100,319	103,171	100,319
Accumulated losses	(33,640)	(33,640)	(29,870)	(29,870)
Other Reserves	(6,887)	(6,887)	-	-
Non-controlling interest	8,566	8,566	-	-
Shareholders' Funds	71,210	68,358	73,301	70,449
NTA	62,643	59,791	73,301	70,449
Current Assets	70,135	67,283	30,788	27,936
Current Liabilities	10,579	10,579	169	169
Total Borrowings	4,724	4,724	-	-
Cash and Cash Equivalents	12,667	9,815	8,246	5,394
Number of Shares ('000)	5,380,556	4,842,500	5,380,556	4,842,500

Financial Ratios

NTA ⁽¹⁾ per Share (cents)	1.16	1.23	1.36	1.45
(Loss)/Profit per share ⁽²⁾ (cents)	(0.18)	(0.18)	0.04	0.04
Gearing ⁽³⁾ (times)	-	-	-	-
Current Ratio ⁽⁴⁾ (times)	6.6	6.4	182.2	166.3

Notes:

- (1) NTA equals total shareholders' funds less intangible assets.
- (2) Loss per share is computed based on the loss after tax for FY2020, of S\$9,476,840 for the Group divided by the weighted average number of Shares as stated above. For calculation of loss per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019. Profit per share is computed based on the profit after tax for FY2020, of S\$2,247,971 for the Company divided by the weighted average number of Shares as stated above. For calculation of Profit per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019.
- (3) Gearing equals total borrowings less cash and cash equivalents divided by shareholders' funds.
- (4) Current ratio equals current assets divided by current liabilities.

(II) **Financial effects on the Group and the Company assuming that 538,055,631 Shares are purchased or acquired pursuant to the Share Purchase Mandate by**

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way of Off-Market Share Purchases and such Shares are cancelled immediately on purchase or acquisition:

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 March 2020				
Share Capital	103,171	99,943	103,171	99,943
Accumulated losses	(33,640)	(33,640)	(29,870)	(29,870)
Other Reserves	(6,887)	(6,887)	-	-
Non-controlling interest	8,566	8,556	-	-
Shareholders' Funds	71,210	67,972	73,301	70,073
NTA	62,643	59,415	73,301	70,073
Current Assets	70,135	66,907	30,788	27,560
Current Liabilities	10,579	10,579	169	169
Total Borrowings	4,724	4,724	-	-
Cash and Cash Equivalents	12,667	9,439	8,246	5,018
Number of Shares ('000)	5,380,556	4,842,500	5,380,556	4,842,500

Financial Ratios

NTA ⁽¹⁾ per Share (cents)	1.16	1.23	1.36	1.45
(Loss)/Profit per share ⁽²⁾ (cents)	(0.18)	(0.18)	0.04	0.04
Gearing ⁽³⁾ (times)	-	-	-	-
Current Ratio ⁽⁴⁾ (times)	6.6	6.3	182.2	163.1

Notes:

- (1) NTA equals total shareholders' funds less intangible assets.
- (2) Loss per share is computed based on the loss after tax for FY2020, of S\$9,476,840 for the Group divided by the weighted average number of Shares as stated above. For calculation of loss per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019. Profit per share is computed based on the profit after tax for FY2020, of S\$2,247,971 for the Company divided by the weighted average number of Shares as stated above. For calculation of Profit per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019.
- (3) Gearing equals total borrowings less cash and cash equivalents divided by shareholders' funds.
- (4) Current ratio equals current assets divided by current liabilities.

(III) Financial effects on the Group and the Company assuming that 538,055,631 Shares are purchased or acquired pursuant to the Share Purchase Mandate by way of On-Market Share Purchases and such Shares are held as treasury shares:

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 March 2020				
Share Capital	103,171	103,171	103,171	103,171
Treasury shares	-	(2,852)	-	(2,852)
Accumulated losses	(33,640)	(33,640)	(29,870)	(29,870)
Other Reserves	(6,887)	(6,887)	-	-
Non-controlling interest	8,566	8,566	-	-
Shareholders' Funds	71,210	68,358	73,301	70,449

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NTA	62,643	59,791	73,301	70,449
Current Assets	70,135	67,283	30,788	27,936
Current Liabilities	10,579	10,579	169	169
Total Borrowings	4,724	4,724	-	-
Cash and Cash Equivalents	12,667	9,815	8,246	5,394
Number of Shares ('000)	5,380,556	4,842,500	5,380,556	4,842,500

Financial Ratios

NTA ⁽¹⁾ per Share (cents)	1.16	1.23	1.36	1.45
(Loss)/Profit per share ⁽²⁾ (cents)	(0.18)	(0.18)	0.04	0.04
Gearing ⁽³⁾ (times)	-	-	-	-
Current Ratio ⁽⁴⁾ (times)	6.6	6.4	182.2	165.3

Notes:

- (1) NTA equals total shareholders' funds less intangible assets.
- (2) Loss per share is computed based on the loss after tax for FY2020, of S\$9,476,840 for the Group divided by the weighted average number of Shares as stated above. For calculation of loss per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019. Profit per share is computed based on the profit after tax for FY2020, of S\$2,247,971 for the Company divided by the weighted average number of Shares as stated above. For calculation of Profit per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019.
- (3) Gearing equals total borrowings less cash and cash equivalents divided by shareholders' funds.
- (4) Current ratio equals current assets divided by current liabilities.

(IV) Pro-forma financial effects on the Group and Company assuming that 538,055,631 Shares are purchased or acquired pursuant to the Share Purchase Mandate by way of Off-Market Share Purchases and such Shares are held as treasury shares:

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 March 2020				
Share Capital	103,171	103,171	103,171	103,171
Treasury shares	-	(3,228)	-	(3,228)
Accumulated losses	(33,640)	(33,640)	(29,870)	(29,870)
Other Reserves	(6,887)	(6,887)	-	-
Non-controlling interest	8,566	8,566	-	-
Shareholders' Funds	71,210	67,982	73,301	70,073
NTA	62,643	59,415	73,301	70,073
Current Assets	70,135	66,907	30,788	27,560
Current Liabilities	10,579	10,579	169	169
Total Borrowings	4,724	4,724	-	-
Cash and Cash Equivalents	12,667	9,439	8,246	5,018
Number of Shares ('000)	5,380,556	4,842,500	5,380,556	4,842,500

Financial Ratios

NTA ⁽¹⁾ per Share (cents)	1.16	1.23	1.36	1.45
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Loss)/Profit per share ⁽²⁾ (cents)	(0.18)	(0.18)	0.04	0.04
Gearing ⁽³⁾ (times)	-	-	-	-
Current Ratio ⁽⁴⁾ (times)	6.6	6.3	182.2	163.1

Notes:

- (1) NTA equals total shareholders' funds less intangible assets.
- (2) Loss per share is computed based on the loss after tax for FY2020, of S\$9,476,840 for the Group divided by the weighted average number of Shares as stated above. For calculation of loss per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019. Profit per share is computed based on the profit after tax for FY2020, of S\$2,247,971 for the Company divided by the weighted average number of Shares as stated above. For calculation of Profit per share after the purchase or acquisition of Shares, it was assumed that such purchase or acquisition of Shares was made on 1 April 2019.
- (3) Gearing equals total borrowings less cash and cash equivalents divided by shareholders' funds.
- (4) Current ratio equals current assets divided by current liabilities.

The financial effects set out above are for illustrative purposes only. Although the Share Purchase Mandate would authorise the Company to purchase up to ten per cent. (10%) of the issued Shares, the Company may not necessarily purchase or be able to purchase the entire ten per cent. (10%) of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased, or hold all or part of the Shares repurchased in treasury. The above analysis is based on historical numbers as at 31 March 2020, and is not necessarily representative of future financial performance.

The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of the Share Purchase before execution. The Directors do not intend to exercise the Share Purchase Mandate up to the maximum limit if such exercise would materially and adversely affect the financial position of the Company or the Group.

2.7. Taxation

Shareholders who are in doubt as to their respective tax positions or any tax implications arising from the Share Purchase Mandate, or who may be subject to tax in a jurisdiction other than Singapore, should consult their own professional advisers.

2.8. Catalyst Rules

- (a) The Company is required under Rule 723 of the Catalyst Rules to ensure that at least ten per cent. (10%) of the total number of issued Shares excluding treasury shares is at all times held by the public. The "public" is defined under "Definitions and Interpretation" of the Catalyst Rules as persons other than the directors, chief executive officer, Substantial Shareholders and Controlling Shareholders of the Company or its subsidiary companies, as well as the Associates of such persons.

As at the Latest Practicable Date, 3,572,187,516 Shares representing approximately 66% of the issued share capital of the Company are held in the hands of the public. For illustrative purposes only, assuming that the Company repurchased the maximum of ten per cent. (10%) of its issued share capital as at the Latest Practicable Date from members of the public by way of an On-Market Share Purchase, the percentage of Shares held by the public would be approximately 56.39%.

Accordingly, the Company is of the view that there are a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to

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undertake Share Purchases up to the full ten per cent. (10%) limit pursuant to the Share Purchase Mandate without affecting the listing status and orderly trading of the Shares on the SGX-ST.

The Directors will use their best efforts to ensure that the Company does not effect Share Purchases if the Share Purchases would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status and orderly trading of the Shares of the Company.

- (b) The Catalist Rules restricts a listed company from purchasing its shares by way of market purchases at a price per share which is more than 5.0% above the "average closing price", being the average of the closing market prices of the shares over the last five Market Days on which transactions in the shares were recorded, before the day on which the purchases were made, as deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made. The Maximum Price for the Shares in relation to Market Purchases referred to in paragraph 2.3(d) above complies with this requirement.

Although the Catalist Rules does not prescribe a maximum price in relation to purchases of shares by way of off-market purchases, the Company has set a cap of 20.0% above the average closing price of the Shares as the Maximum Price for the Shares to be purchased or acquired by way of an Off-Market Purchase.

- (c) While the Catalist Rules do not expressly prohibit any purchase by a listed company of its shares during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any Share Purchases at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced.

Further, in conformity with Rule 1204(19) of the Catalist Rules, the Company will observe the best practices on dealings in securities, such that the Company will not purchase or acquire any Shares during the period commencing one (1) month before the announcement of each of its half year and full year financial statements.

2.9. Take-over Code Implications arising from Share Purchases

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note as applicable as at the Latest Practicable Date ("**Appendix 2**"). The take-over implications arising from any Share Purchase by the Company are set out below.

- (a) **Obligation to make a take-over offer**

Pursuant to the Take-over Code, an increase in a Shareholder's proportionate interest in the voting rights of the Company resulting from a Share Purchase by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**").

Under Rule 14, a Shareholder and persons acting in concert with him will incur an obligation to make a mandatory take-over offer if, amongst others, they

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increase their voting rights in the Company to thirty per cent. (30%) or more or, if they, together holding between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, increase their voting rights in the Company by more than one per cent. (1%) in any period of six (6) months.

(b) **Persons acting in concert**

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons, amongst others, will be presumed to be acting in concert, namely:

- (i) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, any company whose associated companies include any of the above companies and any person who has provided financial assistance (other than a bank in its ordinary course of business) to any of the above companies for the purchase of voting rights;
- (ii) a company with any of its directors (together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts);
- (iii) a company with any of its pension funds and employee share schemes;
- (iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser; and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total ten per cent. (10%) or more of the client's equity share capital;
- (vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts), which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (vii) partners; and
- (viii) an individual with his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the above persons and any person who has provided financial assistance (other than a bank in its ordinary course of business) to any of the above for the purchase of voting rights.

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The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 after a Share Purchase by the Company are set out in Appendix 2.

(c) **Application of the Take-over Code**

In general terms, the effect of Rule 14 is that unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent. (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by one per cent. (1%) in any period of six (6) months.

Under Appendix 2, a Shareholder not acting in concert with any Directors will not be required to make a take-over offer under Rule 14 if, as a result of any Share Purchase by the Company, the voting rights of such Shareholder would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such a Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Based on the shareholdings of the Directors as at the Latest Practicable Date, assuming (a) the Company purchases the maximum amount of ten per cent. (10%) of the issued Shares; and (b) there is no change in the number of Shares held or deemed to be held by the Directors prior to and after the exercise of the Share Purchase Mandate, none of the Directors and parties acting in concert with them will become obligated to make a mandatory take-over offer under Rule 14 in the event that the Company purchases the maximum number of 538,055,631 Shares pursuant to the Share Purchase Mandate.

As at the Latest Practicable Date, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obligated to make a mandatory take-over offer in the event the Directors exercise the power to purchase Shares pursuant to the Share Purchase Mandate.

Further details of the interests of Directors and Substantial Shareholders of the Company as at the Latest Practicable Date are set out in section 4 of this Appendix.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any Share Purchase by the Company should consult the SIC and/or their professional advisers at the earliest opportunity.

2.10. Details of the Shares Bought by the Company in the preceding Twelve (12) Months

The Company has not made any Share Purchase in the twelve (12) months preceding the Latest Practicable Date.

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2.11. Reporting Requirements

The Act and the Catalist Rules require the Company to make reports in relation to the Share Purchase Mandate as follows:

- (a) within thirty (30) days after the passing of a Shareholders' resolution to approve the purchases of Shares by the Company, the Directors shall lodge a copy of such resolution with ACRA;
- (b) within thirty (30) days after a purchase of Shares on the SGX-ST or otherwise, the Directors shall lodge with ACRA the notice of the purchase in the prescribed form with the following particulars:
 - (i) the date of the purchase;
 - (ii) the total number of Shares purchased by the Company;
 - (iii) the total number of Shares cancelled;
 - (iv) the number of Shares held as treasury shares;
 - (v) the Company's issued share capital before and after the purchase of Shares;
 - (vi) the amount of consideration paid by the Company for the purchase;
 - (vii) whether the Shares were purchased out of profits or the capital of the Company; and
 - (viii) such other particulars as may be required in the prescribed form;
- (c) within thirty (30) days of the cancellation or disposal of treasury shares in accordance with the provisions of the Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form;
- (d) purchases of Shares must be reported to the SGX-ST in the forms prescribed by the Catalist Rules and announced to the public in the case of On-Market Share Purchases, not later than 9.00 a.m. on the Market Day following the day of purchase of any of its Shares and in the case of Off-Market Share Purchases, not later than 9.00 a.m. on the second Market Day after the close of acceptances of the offer made by the Company. Such announcement shall include, inter alia, the maximum number of Shares authorised for purchase or acquisition, the date of the Share Purchases, the number of Shares purchased or acquired, the number of Shares cancelled or held as treasury shares, the purchase price per Share or (in the case of On-Market Share Purchases) the highest price and lowest price per Share, the total consideration paid for the Shares, the number of issued Shares after purchase or acquisition and such other information as may be prescribed from time to time. The announcement must be in the form of Appendix 8D prescribed by the Catalist Rules; and
- (e) in its annual report and accounts, the Company shall make disclosure of details pertaining to purchases of Shares made during the year, including the total number of Shares purchased during the financial year under review, the purchase price per

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Share or the highest and lowest prices paid for the purchases, and where relevant, the total consideration paid.

2.12. Interested Persons

The Company is prohibited from knowingly buying Shares on the Official List of the SGX-ST from an interested person, that is, a Director, the chief executive officer or a Controlling Shareholder of the Company, or any of their Associates, and an interested person is prohibited from knowingly selling his Shares to the Company.

3. THE PROPOSED CHANGE OF NAME

3.1. Background and Rationale

The Company wishes to effect a change of name to represent the beginning of a new phase of its corporate history. The Company is proposing to change its name to "HS Optimus Holdings Limited". "Optimus" is Latin for best, an ideal that the Group has subscribed to in all the years that it has been in business. Related to this pursuit of the best is the need for high standards across the entire organisation, hence the initials "HS".

The Board is of the view that the Proposed Change of Name will better represent the Group's new corporate identity and to better reflect the principles and direction which the Company and stakeholders intend to adopt under this new name.

Accordingly, the Directors propose to change the name of the Company from "KLW Holdings Limited" to "HS Optimus Holdings Limited".

Shareholders should note that the change of the Company's name does not affect the legal status of the Company or any of the rights of Shareholders, and the existing Shares will continue to be traded on the Catalist.

Under Section 28 of the Companies Act, a change of name requires the approval of shareholders by way of a special resolution. Accordingly, the Board intends to seek approval from the Shareholders for the Proposed Change of Name at the 2020 AGM.

3.2. Approvals

An application was made to ACRA to reserve the name "HS Optimus Holdings Limited". ACRA had on 4 August 2020 given its approval on the application for the use of the name "HS Optimus Holdings Limited", which has been reserved until 2 December 2020.

The Proposed Change of Name will be proposed as a special resolution and will be subject to Shareholders' approval at the 2020 AGM. Subject to the passing of the special resolution at the AGM, the Company will, as soon as reasonably practicable after the 2020 AGM, lodge the requisite notifications with ACRA. The Company will adopt "HS Optimus Holdings Limited" as its new name with effect from the issue of the Certificate of Incorporation on Change of Name of Company by ACRA. The name "HS Optimus Holdings Limited" shall replace all references to "KLW Holdings Limited" in the Constitution thereafter.

The Company will release an announcement to notify the Shareholders when the Proposed Change of Name takes effect. Shareholders should note that the change of the Company's

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name, if effected, will not affect (i) the identity or legal status of the Company, (ii) any of the rights or obligations of the Company, (iii) any of the rights of Shareholders, or (iv) the Group's day-to-day business operations and financial position.

3.3. No Impact on Existing Share Certificates

Shareholders should note that notwithstanding the Proposed Change of Name, the Company will not recall existing share certificates in respect of the Shares.

Existing share certificates bearing the name "KLW Holdings Limited" issued prior to the date on which the Proposed Change of Name takes effect, will continue to be *prima facie* evidence of legal title. **No further action is required to be taken on the part of the Shareholders in respect of existing share certificates.**

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of Directors and Substantial Shareholders of the Company in Shares, are set out below:

	Direct Interest		Deemed Interest ⁽¹⁾		Total Interest	
	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽²⁾
Directors						
Pengiran Muda Abdul Qawi	-	-	500,000,000 ⁽³⁾	9.3	500,000,000	9.3
Ms Wong Gloria	-	-	-	-	-	-
Ms Lam Kwan Linda	-	-	-	-	-	-
Mr Lim Han Siang Peter	-	-	-	-	-	-
Mr Chan Ka Kin Kevin	-	-	-	-	-	-
Mr Mark Leong Kei Wei	-	-	-	-	-	-
Ms Vivien Goo Bee Yen	-	-	8,825,000 ⁽⁴⁾	0.2	8,825,000	0.2
Substantial Shareholders (other than Directors)						
Sunny Wealth Limited. ⁽⁵⁾	-	-	522,092,500	9.7	522,092,500	9.7
Wong Ben Koon ⁽⁶⁾	-	-	643,092,500	12.0	643,092,500	12.0
Lee Han Peng	665,276,300	12.4	-	-	665,276,300	12.4

Notes:

- (1) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
- (2) The percentage shareholding interest is computed based on 5,380,556,316 Shares (excluding treasury shares) as at the Latest Practicable Date.
- (3) Interest registered under UOB Kay Hian Private Limited.
- (4) Ms Vivien Goo Bee Yen is deemed interested in the 8,825,000 Shares held by her spouse.
- (5) Sunny Wealth Limited is deemed interested in 522,092,500 Shares held through its nominee, Phillip Securities Pte Ltd.
- (6) Mr Wong Ben Koon is deemed interested in an aggregate of 643,092,500 Shares, comprising (i) 121,000,000 Shares held through his nominee, Phillip Securities Pte Ltd; and (ii) 522,092,500 Shares held by Sunny Wealth Limited, whose sole shareholder is Mr Wong Ben Koon.

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Save for their respective shareholding interests in the Company, none of the Directors and to the best of the Directors' knowledge, none of the Substantial Shareholders has any direct or indirect interest in the proposed renewal of the Share Purchase Mandate or the Proposed Change of Name.

5. DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution relating to the proposed renewal of the Share Purchase Mandate to be proposed at the 2020 AGM.

The Directors are of the opinion that the Proposed Change of Name is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution relating to the Proposed Change of Name to be proposed at the 2020 AGM.

6. NO DESPATCH OF PRINTED COPIES OF APPENDIX, NOTICE OF AGM AND PROXY FORM

Printed copies of the Notice of AGM, this Appendix accompanying the Notice of AGM and the accompanying proxy form will not be sent to Shareholders. Instead, the Notice of AGM, this Appendix accompanying the Notice of AGM and the accompanying proxy form for the Meeting will be published on (i) the SGX-ST'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/.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1. No Attendance at 2020 AGM

Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the 2020 AGM in person. A Shareholder will also not be able to vote online on the resolutions to be tabled for approval at the 2020 AGM.

7.2. Alternative Arrangements

Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the 2020 AGM, are set out in the Company's accompanying letter to shareholders dated 7 September 2020 (the "**Announcement**"), which has been uploaded together with the Notice of AGM on SGXNET on the same day. The Announcement may also be accessed at the Company's corporate website at the URL www.klw.com.sg/investor-relations/agm-2020/. For the avoidance of doubt, the Announcement is circulated together with and forms part of the Notice of AGM in respect of the 2020 AGM.

In particular, the 2020 AGM will be held by way of electronic means and a Shareholder will be able to observe the proceedings of the 2020 AGM through a "live" webcast ("**LIVE WEBCAST**") via his/her/its smart phones, tablets or computers. In order to do so, a Shareholder who wishes to watch the LIVE WEBCAST must register **by 10 a.m. on 26 September 2020** ("**Registration Deadline**") (being not less than seventy-two (72) hours before the time appointed for holding the 2020 AGM), at the URL <https://sg.conveneagm.com/klwholdings>. Following authentication of his/her/its status as Shareholders, authenticated Shareholders of the Company will receive an email on their authentication status **by 28 September 2020**. Shareholders who do not receive any email by

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10.00 a.m. on 28 September 2020, but have registered by the Registration Deadline, 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 Supplementary Retirement Scheme ("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 2020 AGM.

Shareholders will not be able to ask questions "live" during the broadcast of the 2020 AGM. All Shareholders may submit questions relating to the business of the 2020 AGM no later than 10 a.m. on 26 September 2020:

- (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.

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 endeavour to answer all substantial and relevant questions prior to, or at, the 2020 AGM.

7.3. Appointment of Chairman as Proxy

If a member of the Company (whether individual or corporate and including a relevant intermediary) wishes to exercise his/her/its voting rights at the 2020 AGM, he/she/it must appoint the Chairman of the 2020 AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the 2020 AGM. In appointing the Chairman of the 2020 AGM as proxy, a member of the Company (whether individual or corporate and including a relevant intermediary) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

The Chairman of the 2020 AGM, as proxy, need not be a member of the Company.

The instrument appointing the Chairman of the 2020 AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy 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 2020 AGM or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

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A member of the Company 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 of the Company to submit completed proxy forms by post, Shareholders of the Company are strongly encouraged to submit completed proxy forms electronically via email.

SRS investors who wish to appoint the Chairman of the 2020 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 2020 AGM (i.e. **by 10 a.m. on 18 September 2020**).

7.4. Further Updates

Please refer to the Notice of AGM and the Company's accompanying announcement dated 7 September 2020 which has been uploaded together with this Appendix on SGXNET on the same day for further details on the alternative arrangements for the 2020 AGM as set out above. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its 2020 AGM arrangements at short notice. Shareholders should check at the URL www.klw.com.sg/investor-relations/agm-2020/ for the latest updates on the status of the 2020 AGM, if any.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Proposed Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

9. INSPECTION OF DOCUMENTS

Shareholders should note that as part of a concerted effort to contain the on-going COVID-19 outbreak in Singapore, the Company's registered office has been closed until further notice. Shareholders may email klwagm2020@klw.com.sg during normal business hours from 9:00 a.m. to 5:00 p.m. to obtain copies of the following documents which will be made available for inspection via online means, for a period of three (3) months from the date of this Appendix:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company for FY2020.

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This Appendix and the Annual Report for FY2020 are also available on the Company's website at www.klw.com.sg/investor-relations/agm-2020/ and on SGXNET at <https://www.sgx.com/securities/company-announcements>.

BY ORDER OF THE BOARD

KLW HOLDINGS LIMITED