NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of KOP Limited (the “Company”) will be held at 25 Tai Seng Avenue #01-01 Scorpio East Building Singapore 534104 on Tuesday, 26 August 2014 at 11.00 a.m. for the following purposes:


2. To approve the payment of Directors’ fees of S$120,000 for the financial year ending 30 April 2014.

3. To approve the payment of Directors’ fees of S$120,000 for the financial year ending 30 April 2015, to be paid quarterly in arrears.

4. To re-elect Ong Chih Ching who is retiring pursuant to Articles 117 of the Articles of Association of the Company.

5. To re-elect Lenny Suparman who is retiring pursuant to Articles 117 of the Articles of Association of the Company.

6. To re-elect Lee Kiam Hwee who is retiring pursuant to Articles 117 of the Articles of Association of the Company.

7. To re-elect Foo Yee Shoon who is retiring pursuant to Articles 117 of the Articles of Association of the Company.

8. To re-appoint Dr Ho Kah Leong & Ho Kah Leung, who will retire pursuant to Section 153B of the Companies Act, Cap. 50 of Singapore, as a Director of the Company to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.

9. To reappoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

10. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

By Order of the Board
Tan Siew Hua
Teo Meng Kiong
Joint Company Secretaries
Singapore, 13 August 2014

Explanatory Notes:

1. Ordinary Resolution 3, if passed, will facilitate the payment of Directors’ fees of S$120,000 for the financial year ending 30 April 2014 on a quarterly basis in arrears. The amount of Directors’ fees is computed based on the anticipated number of Board meetings for FY 2015, including attendances and the positions held by the Non-Executive Directors. It is subject to the approval by the Joint Company Secretaries, and the proportion of payable fees is decided in line of the Board’s discretion.

2. Ms Ong Chih Ching will, upon re-election as Director of the Company, retain her position as Executive Director of the Company, and would simultaneously relinquish her position as the Group Chief Executive Officer and be appointed as the Lead Independent Director. She is considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited.

3. Mr Lee Kiam Hwee, upon re-election as a Director of the Company, remains as Chief Executive Officer of the Company, and would simultaneously relinquish his position as the Group Chief Executive Officer and be appointed as Executive Chairman.

4. Mr Lee Kiam Hwee will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and be appointed as the Lead Independent Director. He is considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited.

5. Ms Foo Yee Shoon will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. She is considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited.

6. Ordinary Resolution 8, if passed, will authorise the Director, who is over the age of 70, to continue in office as a Director of the Company until the next Annual General Meeting of the Company. In view of Dr Ho Kah Leong & Ho Kah Leung’s desire to step down as Non-Executive Chairman of the Board, Dr Ho shall if re-appointed as Director of the Company, remain as part of the Remuneration Committee and a member of the Audit and Nominating Committees. He is considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited.

7. Ordinary Resolution 9, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company to require law to be held or such authority is varied or revoked by the Company in accordance with the Notice of the Annual General Meeting. The percentage of issued shares in the capital of the Company that may be issued pursuant to this Ordinary Resolution is not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (3) below).

8. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 152 Beach Road #27-01 The Gateway East Singapore 189721 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 152 Beach Road #27-01 The Gateway East Singapore 189721 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

The contact person for the Sponsor is Ms. Joan Ling, Senior Vice President, Head of Corporate Finance, at 16 Raffles Quay 840-01A Hong Leong Building, Singapore 048561, Telephone: (65) 6415-9886.