

# KOP LIMITED

Registration No. 200415164G  
(Incorporated in the Republic of Singapore)

## 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 Thursday, 28 August 2014 at 11.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company and the Group for the financial year ended 30 April 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$90,000 for the financial year ended 30 April 2014. **(Resolution 2)**
- 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. **(Resolution 3)**  
[See Explanatory Note (i)]
- To re-elect Ong Chih Ching who is retiring pursuant to Articles 117 of the Articles of Association of the Company. **(Resolution 4)**  
[See Explanatory Note (ii)]
- To re-elect Leny Suparman who is retiring pursuant to Articles 117 of the Articles of Association of the Company. **(Resolution 5)**  
[See Explanatory Note (iii)]
- To re-elect Lee Kiam Hwee who is retiring pursuant to Articles 117 of the Articles of Association of the Company. **(Resolution 6)**  
[See Explanatory Note (iv)]
- To re-elect Foo Yee Shoon who is retiring pursuant to Articles 117 of the Articles of Association of the Company. **(Resolution 7)**  
[See Explanatory Note (v)]
- To re-appoint Dr Ho Kah Leong @ Ho Kah Leung, who will retire pursuant to Section 153(6) of the Companies Act, Cap. 50 of Singapore, as a Director of the Company to hold office from date of this Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 8)**  
[See Explanatory Note (vi)]
- To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 9)**
- 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 resolution as Ordinary Resolution, with or without any modifications:

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules").  
"That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:  
(a) (i) issue shares in the Company whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant offers, agreements or options (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, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and  
(b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Ordinary Resolution is in force,  
(the "**Share Issue Mandate**")

provided that:

- Save as provided in sub-paragraph (2) below, the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall 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), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) 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);
- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued to existing shareholders via a pro-rata renounceable rights issue pursuant to this Ordinary Resolution shall 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);
- (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraphs (1) and (2) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:  
(a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;  
(b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Ordinary Resolution; and  
(c) any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the Share Issue Mandate conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- unless revoked or varied by the Company in a general meeting, the Share Issue Mandate 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 earlier." **(Resolution 10)**  
[See Explanatory Note (vii)]

By Order of the Board

Tan Siew Hua  
Teo Meng Keong  
Joint Company Secretaries  
Singapore, 13 August 2014

### Explanatory Notes:

- Ordinary Resolution 3, if passed, will facilitate the payment of Directors' fees of S\$120,000 for the financial year ending 30 April 2015 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 in the various board committees, and assuming that all Non-Executive Directors will hold office for the full financial year. In the event the amount of Directors' fees proposed is insufficient, for example, in the event of unscheduled Board meetings or enlarged board sizes, approval will be sought at next year's annual general meeting for additional fees to meet the shortfall.
- Ms Ong Chih Ching will, upon re-election as Director of the Company, remain as Executive Director of the Company, and would simultaneously relinquish her position as the Group Chief Executive Officer and be appointed as Executive Chairman.
- Ms Leny Suparman will, upon re-election as Director of the Company, remain as Executive Director of the Company, and would simultaneously be appointed as the Group Chief Executive Officer.
- 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.
- Mdm 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.
- 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 the Chairman of the Remuneration Committee and a member of the Audit and Remuneration 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.
- 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, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company. In determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

### Notes:

- 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.
- 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 Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Hong Leong Finance Private Limited, for compliance with the relevant rules of the 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 contact person for the Sponsor is Ms. Joan Ling, Senior Vice President, Head of Corporate Finance, at 16 Raffles Quay #40-01A Hong Leong Building, Singapore 048581, Tel: phone: (65) 6415-9886.*