

KOP LIMITED

(Company Registration Number: 200415164G)
(Incorporated in the Republic of Singapore)

DISCLOSURES PURSUANT TO RULES 704(33) AND 728 OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED LISTING MANUAL SECTION B: RULES OF CATALIST

Pursuant to Rules 704(33) and 728 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Board of Directors of KOP Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”), wishes to make the disclosures as set out below.

Catalist Rule 704(33)

The amount outstanding as at 18 December 2014 under the banking facilities granted by Malayan Banking Berhad to its subsidiary, Scorpio East Properties Pte Ltd, amounts to S\$17,317,320. Under the standard terms and conditions governing the banking facilities granted by Malayan Banking Berhad, the Company shall not, without the bank’s prior written consent, undertake or permit any re-organisation, amalgamation, reconstruction, take-over, substantial change of shareholders or any other schemes of compromise or arrangement affecting the Company’s present constitution.

The amount outstanding as at 18 December 2014 under the banking facilities granted by PT Bank CIMB Niaga Tbk to its subsidiary, PT Montigo Seminyak, amounts to US\$11,000,000. Under the Letter of Offer, the subsidiary is not allowed to 1) Change the capital structure and/ or shareholders of the company and 2) change the “ownership and management” structure of the Company without the prior written consent of the bank.

Catalist Rule 728

The controlling shareholders of the Company, namely KOP Group Pte. Ltd. (“**KOPG**”), Ms. Ong Chih Ching and Ms. Leny Suparman, have each undertaken to the Company, *inter alia*, to notify the Company as soon as it/she becomes aware of: (i) any share pledging arrangements relating to its/her shareholding interests in the Company; and (ii) any event which may result in a breach of the Company’s loan covenants.

The Company has been informed that the controlling shareholders have entered into share pledging arrangements with United Overseas Bank Limited (“**UOB**”) to secure financing for the benefit of Royce Properties in connection with the Proposed Transactions, details as follows:

- (i) 214,285,714 ordinary shares, representing approximately 24.18% of the issued share capital of the Company, have been pledged by KOPG to UOB;
- (ii) 32,087,857 ordinary shares, representing approximately 3.62% of the issued share capital of the Company, have been pledged by Ms. Ong Chih Ching to UOB; and
- (iii) 15,342,857 ordinary shares, representing approximately 1.73% of the issued share capital of the Company, have been pledged by Ms. Leny Suparman to UOB.

Unless defined otherwise, all terms and references used herein shall bear the same meanings ascribed to them in the circular to shareholders of the Company dated 28 November 2014.

By Order of the Board

Ong Chih Ching
Executive Chairman and Executive Director
18 December 2014

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance Limited (the "**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.

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

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, telephone: (65) 6415 9886.