

KOP LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of KOP Limited (the "Company") will be held at 25 Tai Seng Ave, #01-01, Scorpio East Building, Singapore 534104, on 15 December 2014 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution which will be proposed as an Ordinary Resolution:

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to shareholders of the Company dated 28 November 2014.

AS AN ORDINARY RESOLUTION

(I) **PROPOSED REDEMPTION OF 2013 JUNIOR NOTES AND REPAYMENT OF AMOUNTS OWING UNDER 2007 JUNIOR NOTES AND SERIES A RPS; AND**

(II) **PROPOSED SUBSCRIPTION FOR 2014 JUNIOR NOTES,**

AS INTERESTED PERSON TRANSACTIONS.

THAT:

- (a) Pursuant to Chapter 9 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), approval be and is hereby given for the Proposed Transactions as interested person transactions on the terms set out in the Letter of Offer and the 2014 Subscription Agreement; and
- (b) any of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.

By Order of the Board

Ong Chih Ching
Executive Chairman and Executive Director
KOP LIMITED

Singapore, 28 November 2014

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company and where there is more than one (1) proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
2. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 152 Beach Road, #27-01 The Gateway East, Singapore 189721, not later than 48 hours before the time appointed for holding the EGM. The sending of a proxy form by a member does not preclude him from attending and voting in person at the EGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the EGM.
4. The form of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint Shareholders, all holders must sign the form of proxy.