

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the “Company”, and together with its subsidiaries, the “Group”)

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

**1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.**

*Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings ascribed to them in the Company's circular to Shareholders dated 31 March 2014 (the “Circular”).*

On 25 April 2014, the Company had obtained shareholders' approvals on resolutions relating to the Proposed Acquisition.

On 7 May 2014, the Company announced that the Proposed Acquisition had been completed with the issuance of 714,285,714 Consideration Shares to the Vendor on an unconditional basis at the issue price of S\$0.21 each. The Company had fully acquired the entire share capital of the KOPP Group, satisfied by the allotment and issuance of new ordinary shares in the capital of the Company to the shareholders of the KOPP Group.

Upon the completion of the Reverse Takeover (“RTO”), the enlarged group comprised:

- (i) Scorpio East Holdings Ltd. (now known as KOP Limited) and the Operating Subsidiaries (hereinafter refer to as the “Scorpio Group”); and
- (ii) KOPP Group.

(collectively, the “Enlarged Group”)

### BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

#### At Group Level

The Acquisition has been accounted for as a reverse acquisition in accordance to FRS 103 Business Combinations, where the legal subsidiary, KOPP Group, is regarded as the acquirer and the Company as the acquiree for accounting purposes. Accordingly, the Enlarged Group's consolidated statement of comprehensive income, statements of financial position, statements of changes in equity and consolidated statement of cash flows for the nine-month period ended 31 December 2014 have been presented as a continuation of KOPP Group's financial results and operations.

Since such consolidated financial statements represent a continuation of the KOPP Group:

- (a) the assets and liabilities of the KOPP Group are recognised and measured in the consolidated statement of financial position at their pre-combination carrying amounts;
- (b) the assets and liabilities of the Scorpio Group are recognised and measured in accordance to FRS 103 Business Combinations;
- (c) the retained earnings and other equity balances recognised in the consolidated financial statements are the retained earnings and other equity balances of the KOPP Group immediately before the business combination;
- (d) the amount recognised as issued equity interest in the consolidated financial statements is determined by adding to the issued equity of KOPP Group immediately before the business combination to the fair value of Scorpio Group. However, the equity structure appearing in the consolidated financial statements (i.e. the number and type of equity instruments issued) shall reflect the equity structure of the legal parent (i.e. the Company), including the equity instruments issued by the legal parent (i.e. the Company) to effect the combination; and
- (e) the comparative figures presented in these consolidated financial statements are that of consolidated financial statements of the KOPP Group.

Consolidated financial statements prepared following a reverse acquisition shall reflect the fair values of the assets, liabilities and contingent liabilities of the legal parent (i.e. the acquiree for accounting purposes). Therefore, the cost of the business combination for the acquisition is allocated to the identifiable assets, liabilities and contingent liabilities of the legal parent that satisfy the recognition criteria at their fair values at 6 May 2014.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the “Company”, and together with its subsidiaries, the “Group”)

---

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

**1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.**

#### **BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)**

##### At Company Level

Reverse acquisition accounting applies only to the consolidated financial statements at the Group level. Therefore, in the Company's financial statements, the investment in the legal subsidiaries (KOPP Group) is accounted for at cost less accumulated impairment losses, if any, in the Company's statement of financial position.

Notes:

- (a) The Company has changed its financial year end from 30 April to 31 March (please refer to the announcement reference no. SG150121OTHRZ2WU dated 21 January 2015) to match the financial year end of KOPP Group.
- (b) The Group's consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the nine months ended 31 December 2014 refer to the Enlarged Group which consists of the results of the KOPP Group for the period from 1 April 2014 to 31 December 2014 and results of the Scorpio Group for the period from 6 May 2014 to 31 December 2014.
- (c) The Group's consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the nine months ended 31 December 2013 refer to the results of the KOPP Group for the period from 1 April 2013 to 31 December 2013.
- (d) The Group's consolidated statement of financial position as at 31 December 2014 refers to the Enlarged Group which consists of the assets and liabilities of the KOPP Group and the Scorpio Group as at 31 December 2014.
- (e) The Group's consolidated statement of financial position as at 31 March 2014 refers to the consolidated statement of financial position of the KOPP Group.
- (f) The Company's statement of financial position as at 31 December 2014 and 30 April 2014 and the statement of changes in equity for the nine months ended 31 December 2014 and the eight months ended 31 December 2013 refer to that of KOP Limited.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	3QFY2015 3 months ended 31-Dec-14 (Unaudited) S\$'000	3QFY2014 3 months ended 31-Dec-13 (Unaudited) S\$'000	The Group			
			% change + / (-)	9M2015 9 months ended 31-Dec-14 (Unaudited) S\$'000	9M2014 9 months ended 31-Dec-13 (Unaudited) S\$'000	% change + / (-)
<b>Revenue</b>	5,599	4,609	21	15,622	16,503	(5)
Cost of sales	(3,036)	(2,113)	44	(8,081)	(8,722)	(7)
Gross profit	2,563	2,496	3	7,541	7,781	(3)
Other income	43,575	1,252	3,380	43,945	5,989	634
General and administrative expenses	(7,198)	(5,191)	39	(17,114)	(13,823)	24
Finance expenses	(207)	(172)	20	(859)	(937)	(8)
Share of results from interest in associate	(518)	1,405	(137)	(1,920)	1,106	(274)
Share of results from investments in associated companies	1,074	-	n.m.	1,002	-	n.m.
<b>Profit/ (Loss) before income tax</b>	39,289	(210)	n.m.	32,595	116	n.m.
Income tax expense	(40)	(144)	(72)	(184)	(212)	(13)
<b>Profit/ (Loss) for the period</b>	39,249	(354)	n.m.	32,411	(96)	n.m.
<b>Other comprehensive income for the period:</b>						
<i>Items that may be reclassified subsequently to profit or loss</i>						
Exchange difference arising on translation of foreign operations	139	90	54	132	25	428
<b>Total comprehensive income for the period</b>	39,388	(264)	n.m.	32,543	(71)	n.m.
<b>Profit/ (Loss) attributable to:</b>						
Owners of the Company	39,869	(117)	n.m.	33,733	7	n.m.
Non-controlling interests	(620)	(237)	162	(1,322)	(103)	1,183
	39,249	(354)	n.m.	32,411	(96)	n.m.
<b>Total comprehensive income attributable to:</b>						
Owners of the Company	40,065	(31)	n.m.	33,966	26	n.m.
Non-controlling interests	(677)	(233)	191	(1,423)	(97)	1,367
	39,388	(264)	n.m.	32,543	(71)	n.m.

*n.m.* - not meaningful

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

#### 1(a)(ii) Profit/ (Loss) before income tax is determined after charging/ (crediting):

	The Group					
	3QFY2015	3QFY2014		9M2015	9M2014	
	3 months	3 months	%	9 months	9 months	%
	ended	ended	change	ended	ended	change
31-Dec-14	31-Dec-13		31-Dec-14	31-Dec-13		
(Unaudited)	(Unaudited)		(Unaudited)	(Unaudited)		
S\$'000	S\$'000	+ / (-)	S\$'000	S\$'000	+ / (-)	
Depreciation of property, plant and equipment (Note a)	799	447	79	2,179	1,202	81
Amortisation of intangible assets (Note b)	65	-	n.m.	118	1	11,700
Interest income (Note c)	(424)	(61)	595	(621)	(345)	80
Net foreign exchange gains	(474)	(1,115)	(57)	(351)	(985)	(64)
Interest expense	275	172	60	927	937	(1)
Gain on disposal of 2013 junior notes	(43,002)	-	n.m.	(43,002)	-	n.m.
Provision for doubtful receivables	458	-	n.m.	458	-	n.m.
Provision for stock obsolesces written back	(22)	-	n.m.	(22)	-	n.m.

*n.m. - not meaningful*

#### Notes:

- 3QFY2015 vs 3QFY2014 & 9M2015 vs 9M2014  
Increase in depreciation expenses is mainly due to an increase in property, plant and equipment, as well as additional depreciation from Scorpio Group in the current financial period.
- 3QFY2015 vs 3QFY2014 & 9M2015 vs 9M2014  
Amortisation expenses relates to the amortisation of free TV/ paid TV/ video rights. These intangible assets are acquired by the Scorpio Group prior to the RTO.
- 3QFY2015 vs 3QFY2014 & 9M2015 vs 9M2014  
Increase in interest income mainly due to shareholder's loan interest charged to associated company, Epic Land Pte. Ltd.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

	Group		Company	
	31-Dec-14 (Unaudited) S\$'000	31-Mar-14 (Unaudited) S\$'000	31-Dec-14 (Unaudited) S\$'000	30-Apr-14 (Audited) S\$'000
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and bank balances	9,439	4,706	213	37
Trade and other receivables	38,681	4,222	23,193	1,834
Prepaid film rights	159	-	-	-
Development properties	53,591	52,490	-	-
Inventories	517	337	-	-
<b>Total current assets</b>	<b>102,387</b>	<b>61,755</b>	<b>23,406</b>	<b>1,871</b>
<b>Non-current assets</b>				
Intangible assets	559	1	-	-
Goodwill	18,033	-	-	-
Investments in subsidiaries	-	-	246,286	2,715
Investments in associated companies	1,074	72	-	-
Interest in associate	-	36,004	-	-
Long term notes receivables	39,940	-	-	-
Property, plant and equipment	60,503	40,755	-	-
Investment property	7,143	-	-	-
Deferred tax assets	1,832	1,667	-	-
<b>Total non-current assets</b>	<b>129,084</b>	<b>78,499</b>	<b>246,286</b>	<b>2,715</b>
<b>Total assets</b>	<b>231,471</b>	<b>140,254</b>	<b>269,692</b>	<b>4,586</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current liabilities</b>				
Bank overdraft and loans (secured)	13,663	21,691	-	-
Trade and other payables	43,392	49,320	2,629	1,000
Finance lease	699	46	-	-
Income tax payable	3,358	4,693	4	4
<b>Total current liabilities</b>	<b>61,112</b>	<b>75,750</b>	<b>2,633</b>	<b>1,004</b>
<b>Non-current liabilities</b>				
Bank loans (secured)	44,253	22,990	-	-
Finance lease	503	325	-	-
Sales proceeds received in advance	11,595	12,119	-	-
Other payables	71	71	-	-
Deferred tax liabilities	1,172	1,352	-	-
<b>Total non-current liabilities</b>	<b>57,594</b>	<b>36,857</b>	<b>-</b>	<b>-</b>
<b>Total liabilities</b>	<b>118,706</b>	<b>112,607</b>	<b>2,633</b>	<b>1,004</b>
<b>Equity</b>				
Share capital	67,861	15,000	189,856	18,396
Share premium	-	-	93,571	-
Other reserves	1,484	1,251	-	-
Accumulated profits/ (losses)	44,025	10,292	(16,368)	(14,814)
<b>Equity attributable to owners of the Company</b>	<b>113,370</b>	<b>26,543</b>	<b>267,059</b>	<b>3,582</b>
Non-controlling interests	(605)	1,104	-	-
<b>Total equity</b>	<b>112,765</b>	<b>27,647</b>	<b>267,059</b>	<b>3,582</b>
<b>Total equity and liabilities</b>	<b>231,471</b>	<b>140,254</b>	<b>269,692</b>	<b>4,586</b>

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

#### 1(b)(ii) Aggregate amount of group's borrowings and debt securities

	Group			
	31-Dec-14		31-Mar-14	
	(Unaudited) S\$'000	(Unaudited) S\$'000	(Unaudited) S\$'000	(Audited) S\$'000
	Secured	Unsecured	Secured	Unsecured
Amount repayable in one year or less, or on demand	14,362	-	21,737	-
Amount repayable after one year	44,756	-	23,315	-
	<u>59,118</u>	<u>-</u>	<u>45,052</u>	<u>-</u>

#### Details of any collateral:

The Group's borrowings are secured by the Group's properties, corporate guarantees issued by KOP Limited and its subsidiary, KOP Properties Pte Ltd, personal guarantees from certain directors and assets under fixed term lease financing.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Group			
	3 months ended 31-Dec-14 (Unaudited) S\$'000	3 months ended 31-Dec-13 (Unaudited) S\$'000	9 months ended 31-Dec-14 (Unaudited) S\$'000	9 months ended 31-Dec-13 (Unaudited) S\$'000
<b>Cash flow from operating activities</b>				
Profit/ (Loss) before income tax	39,289	(210)	32,595	116
Adjustments for:				
Amortisation expense	65	-	118	1
Effect of exchange rate changes	255	-	521	84
Depreciation of property, plant and equipment	799	447	2,179	1,202
Interest income	(424)	(61)	(621)	(345)
Interest expense	275	172	927	937
Other income	-	-	-	(1,227)
Management fee from immediate holding company	-	(375)	-	(2,625)
Management fee from related company company	-	(40)	-	(119)
Provision for doubtful receivables	458	-	458	-
Provision for stock obsolescence written back	(22)	-	(22)	-
Gain on disposal of 2013 junior notes	(43,002)	-	(43,002)	-
Share of results from interest in associate	518	(1,405)	1,920	(1,106)
Share of results from investments in associated companies	(1,074)	-	(1,002)	-
<b>Operating cash flows before changes in working capital</b>	<b>(2,863)</b>	<b>(1,472)</b>	<b>(5,929)</b>	<b>(3,082)</b>
<b>Changes in working capital:</b>				
Trade and other receivables	(224)	(657)	(2,488)	(469)
Development properties	(614)	(345)	(1,101)	(19,871)
Prepaid film rights	157	-	289	-
Inventories	53	2	(44)	(26)
Trade and other payables	(6,400)	4,540	(6,609)	29,536
Sales proceeds received in advance	145	1,572	(524)	1,486
<b>Cash (used in)/ generated from operations</b>	<b>(9,746)</b>	<b>3,640</b>	<b>(16,406)</b>	<b>7,574</b>
Interest paid	(275)	(813)	(927)	(2,300)
Interest received	5	11	24	40
Income tax paid	(1,178)	(902)	(1,755)	(1,893)
<b>Net cash flows (used in)/ generated from operating activities</b>	<b>(11,194)</b>	<b>1,936</b>	<b>(19,064)</b>	<b>3,421</b>
<b>Cash flows from investing activities</b>				
Realisation of interest in associate	-	-	3,993	12,286
Disposal of 2013 junior notes	28,691	-	28,691	-
Completion of RTO, net of cash acquired	-	-	485	-
Acquisition of junior notes	-	-	-	(3,300)
Acquisition of a subsidiary, net of cash acquired	-	81	-	81
Disposal of subsidiaries, net of cash acquired	-	-	-	(1,042)
Disposal of available-for-sale investments	-	-	-	1,000
Loans to associated company	(224)	-	(29,869)	-
Purchase of property, plant and equipment	(680)	(209)	(1,162)	(4,055)
<b>Net cash flows generated from/ (used in) investing activities</b>	<b>27,787</b>	<b>(128)</b>	<b>2,138</b>	<b>4,970</b>

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year. (cont'd)

	Group			
	3 months ended 31-Dec-14 S\$'000	3 months ended 31-Dec-13 S\$'000	9 months ended 31-Dec-14 S\$'000	9 months ended 31-Dec-13 S\$'000
<b>Cash flows from financing activities</b>				
Proceeds from issuance of ordinary shares	-	-	21,460	-
Proceeds from bank loans and overdraft	16,482	150	34,975	15,219
Repayment of bank loans	(31,187)	(1,577)	(34,298)	(19,583)
(Increase)/ Decrease in restricted cash placed in escrow accounts	(172)	939	(1,257)	(857)
Repayment of obligation under finance leases	(179)	(11)	(477)	(34)
<b>Net cash (used in)/ generated from financing activities</b>	<b>(15,056)</b>	<b>(499)</b>	<b>20,403</b>	<b>(5,255)</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,537</b>	<b>1,309</b>	<b>3,477</b>	<b>3,136</b>
Cash and cash equivalents at the beginning of financial period	6,162	3,917	4,222	2,090
<b>Cash and cash equivalents at the end of financial period</b>	<b>7,699</b>	<b>5,226</b>	<b>7,699</b>	<b>5,226</b>

#### Explanatory Notes:

Cash and cash equivalents in the cash flow statement comprise of the following:-

	31-Dec-14 S\$'000	31-Dec-13 S\$'000	30-Sep-14 S\$'000	30-Sep-13 S\$'000
Cash and bank balances	9,439	6,327	7,730	5,957
Less: Restricted cash pledged in escrow accounts	(1,740)	(1,101)	(1,568)	(2,040)
<b>Cash and cash equivalents</b>	<b>7,699</b>	<b>5,226</b>	<b>6,162</b>	<b>3,917</b>



# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

#### Unaudited Statement of Changes in Equity for the period ended 31 December 2014

The Group	Share capital S\$'000	Share premium S\$'000	Other reserves S\$'000	Accumulated profits S\$'000	Equity attributable to owners of the Company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
<b>Balance as at 1 April 2014</b>	15,000	-	1,251	10,292	26,543	1,104	27,647
Profit/ (Loss) for the period	-	-	-	33,733	33,733	(1,322)	32,411
<u>Other comprehensive income:</u>							
Exchange difference arising on translation of foreign operations, represents total other comprehensive income for the period	-	-	233	-	233	(101)	132
<b>Total comprehensive income for the period</b>	-	-	233	33,733	33,966	(1,423)	32,543
<u>Contributions by and distributions to owners:</u>							
Issue of consideration shares	150,000	93,571	-	-	243,571	-	243,571
Effect of reverse acquisition accounting	(118,599)	(93,571)	-	-	(212,170)	(286)	(212,456)
Issuance of shares for cash	21,460	-	-	-	21,460	-	21,460
<b>Total contributions by and distributions to owners, represents total transactions with owners in their capacity as owners</b>	52,861	-	-	-	52,861	(286)	52,575
<b>Balance as at 31 December 2014</b>	67,861	-	1,484	44,025	113,370	(605)	112,765

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

#### Unaudited Statement of Changes in Equity for the period ended 31 December 2014

The Group	Share capital S\$'000	Share premium S\$'000	Other reserves S\$'000	Accumulated profits S\$'000	Equity attributable to owners of the Company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
<b>Balance as at 1 April 2013</b>	15,000	-	(1,596)	13,944	27,348	1,253	28,601
Profit/ (Loss) for the period	-	-	-	7	7	(103)	(96)
<u>Other comprehensive income:</u> Exchange difference arising on translation of foreign operations, represents total other comprehensive income for the period	-	-	19	-	19	6	25
<b>Total comprehensive income for the period</b>	-	-	19	7	26	(97)	(71)
<u>Contributions by and distributions to owners:</u> Capital contribution from non-controlling interest that do not result in a loss of control	-	-	-	-	-	81	81
Disposal of subsidiaries	-	-	2,942	-	2,942	-	2,942
<b>Balance as at 31 December 2013</b>	15,000	-	1,365	13,951	30,316	1,237	31,553

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---



---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---



---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

#### Unaudited Statement of Changes in Equity for the period ended 31 December 2014

	Share capital S\$'000	Share premium S\$'000	Accumulated losses S\$'000	Total equity S\$'000
<b>The Company</b>				
<b>Balance as at 1 May 2014</b>	18,396	-	(14,814)	3,582
Loss for the period, represents total comprehensive income for the period	-	-	(1,554)	(1,554)
<u>Contributions by and distributions to owners:</u>				
Issue of consideration shares	150,000	93,571	-	243,571
Issuance of shares for cash	21,460	-	-	21,460
<b>Total contributions by and distributions to owners, represents total transactions with owners in their capacity as owners</b>	171,460	93,571	-	265,031
<b>Balance as at 31 December 2014</b>	<b>189,856</b>	<b>93,571</b>	<b>(16,368)</b>	<b>267,059</b>
<b>Balance as at 1 May 2013</b>	16,186	-	(9,014)	7,172
Loss for the period, represents total comprehensive income for the period	-	-	(492)	(492)
<u>Contributions by and distributions to owners:</u>				
Issue of consideration shares, represents total transactions with owners in their capacity as owners	2,210	-	-	2,210
Amount repayable in one year or less, or on demand				
<b>Balance as at 31 December 2013</b>	<b>18,396</b>	<b>-</b>	<b>(9,506)</b>	<b>8,890</b>

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purposes since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

#### Details of any changes in the Company's issued share capital

Issued and Paid-Up Capital	No. of Shares	Resultant Share Capital S\$
As at 30 April 2014 (audited)	184,168,117	18,396,087
After share consolidation of every two shares into one consolidated shares	92,084,057	18,396,087
Share Capital of KOPP Group as at 6 May 2014	15,000,000	15,000,000
Reverse Takeover: 714,285,714 ordinary shares of par value S\$0.21 each	714,285,714	150,000,000
Effects of reverse acquisition	(15,000,000)	(15,000,000)
Share placement	80,000,000	21,460,000
Issued and paid-up capital as at 31 December 2014 (unaudited)	886,369,771	189,856,087

The Company does not have treasury shares or any outstanding convertibles as at 31 December 2014 and 31 December 2013.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)
Total number of issued shares (excluding treasury shares)	886,369,771	184,168,117

1(d)(iv) A statement showing all sales, transfer, disposal, cancellation and/or used of treasury shares as at end of the current financial period reported on.

There are no sale, transfer, disposal, cancellation and/or use of treasury shares as at 31 December 2014.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the Company's auditors.

3. Where the figures have been audited or reviewed, the auditor's report (including any qualifications or emphasis of a matter).

Not Applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Except as disclosed in paragraph 5, the Group has applied consistent accounting policies and methods of computation in the financial statements for the current reporting period compared with those of the audited financial statements for the financial year ended 30 April 2014 statements.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

#### 5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

The Group and the Company has adopted the applicable new and revised Financial Reporting Standards ("FRS") and Interpretations of FRS ("INT FRS") that are relevant to its operations and effective for annual periods beginning on or after 1 May 2014.

The adoption of these new/revised FRS and INT FRS have no material financial impact on the financial statements of the Group.

#### 6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

Amount repayable in one year or less, or on demand	3 months ended	3 months ended	9 months ended	9 months ended
	31-Dec-14 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-14 (Unaudited)	31-Dec-13 (Unaudited)
Profit per ordinary share ("EPS")(in SGD cents)				
(a) based on weighted average number of ordinary shares	4.50	(0.02)	4.31	0.001
(b) on fully diluted basis	4.50	(0.02)	4.31	0.001
Weighted average number of ordinary shares	886,369,771	714,285,714	783,450,063	714,285,714

*Notes:*

(1) Fully diluted EPS is the same as basic as there is no issuance of dilutive instruments.

#### 7. Net asset value (for the issuer and group) per ordinary share based on total number of issued shares excluding treasury shares of the issuer at the end of the:- (a) current financial period reported on; and (b) immediately preceding financial year.

	Group		Company	
	31-Dec-14	31-Mar-14	31-Dec-14	30-Apr-14
Net asset value ("NAV") per ordinary share based on issued share capital as at end of the period reported on (in SGD cents)	12.79	3.72	30.13	3.89
Number of shares	886,369,771	714,285,714	886,369,771	92,084,057

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and  
(b) any material factors that affected cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

#### (a) INCOME STATEMENTS

##### Revenue

	3QFY2015	3QFY2014	Change	
	S\$'000	S\$'000	S\$'000	%
Real estate development and investment	1,414	1,166	248	21.3
Real estate origination and management services	124	398	(274)	(68.8)
Hospitality	3,530	3,045	485	15.9
Entertainment	531	-	531	n.m.
	<u>5,599</u>	<u>4,609</u>	<u>990</u>	<u>21.5</u>
	9M2015	9M2014	Change	
	S\$'000	S\$'000	S\$'000	%
Real estate development and investment	3,607	6,296	(2,689)	(42.7)
Real estate origination and management services	931	2,271	(1,340)	(59.0)
Hospitality	9,583	7,936	1,647	20.8
Entertainment	1,501	-	1,501	n.m.
	<u>15,622</u>	<u>16,503</u>	<u>(881)</u>	<u>(5.3)</u>

#### 3QFY2015 vs 3QFY2014

Revenue for the financial period from 1 October 2014 ended 31 December 2014 ("3QFY2015") increased by S\$1.0 million or 21.5% as compared to period from 1 October 2013 ended 31 December 2013 ("3QFY2014"). The increase was mainly contributed from the entertainment segment which resulted from the reverse acquisition of Scorpio Group on 6 May 2014 as well as the increase in revenue from hospitality segment which resulted from increase in occupancy and revenue per room in relation to the Group's resort in Montigo, Nongsa.

#### 9M2015 vs 9M2014

Revenue for the period from 1 April 2014 ended 31 December 2014 ("9M2015") decreased by S\$0.9 million or 5.3% as compared to 1 April 2013 ended 31 December 2013 ("9M2014"). This was mainly due to decrease in revenue from real estate development and investment segment and real estate origination and management services segment during the period. The decrease was partly offset with the increase in revenue from hospitality segment and entertainment segment.

The decrease in revenue from the real estate development and investment segment was mainly due to more properties were sold in 9M2014 as compared to 9M2015. While, the decrease in revenue from real estate origination and management services segment was mainly due to S\$1.9 million of coordination fees billed to related parties in 9M2014 but none in 9M2015.

The increase in revenue from hospitality segment in 9M2015 was mainly due to increase in occupancy and revenue per available room in relation to the Group's resort in Montigo, Nongsa. While, the increase in revenue in entertainment division was mainly resulted from the reverse acquisition of Scorpio Group on 6 May 2014.

#### Gross profit/ Gross profit margin

#### 3QFY2015 vs 3QFY2014

Gross profit increased by S\$0.1 million or 3% from S\$2.5 million in 3QFY2014 to S\$2.6 million in 3QFY2015 was in line with the increase in revenue during the period. However, the gross profit margin decreased by 8% from 54% in 3QFY2014 to 46% in 3QFY2015 mainly due to the better margin gained on the one-off billing amounting to S\$0.8 million fees billed to related parties in 3QFY2014 but none in 3QFY2015.

#### 9M2015 vs 9M2014

Gross profit decreased by S\$0.3 million or 3% from S\$7.8 million in 9M2014 to S\$7.5 million in 9M2015 in line with the decrease in revenue. The gross profit margin remains at 47%-48% for both the periods.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-

(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

(b) any material factors that affected cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

#### (a) INCOME STATEMENTS (CONT'D)

##### **Other income**

###### 3QFY2015 vs 3QFY2014/ 9M2015 vs 9M2014

Other income increased by S\$42.3 million from S\$1.3 million in 3QFY2014 to S\$43.6 million in 3QFY2015 and by S\$37.9 million from S\$6 million in 9M2014 to S\$43.9 million in 9M2015 was mainly due to the gain on disposal of 2013 junior notes of S\$43 million in 3QFY2015 and 9M2015.

##### **General and administrative expenses**

###### 3QFY2015 vs 3QFY2014

General and administrative expenses increased by S\$2.0 million or 39% from S\$5.2 million in 3QFY2014 to S\$7.2 million in 3QFY2015. The increase was mainly due to general administrative expenses contributed by the Scorpio Group amounting to S\$1 million, professional fee of S\$0.7 million incurred by KOP Properties (HK) Limited in relations to the Winterland project and increase in provision for doubtful debts of S\$0.5 million, offset by decrease in personnel costs amounting to S\$0.5 million.

###### 9M2015 vs 9M2014

General and administrative expenses increased by S\$3.3 million or 24% from S\$13.8 million in 9M2014 to S\$17.1 million in 9M2015. The increase was mainly due to general administrative expenses contributed by the Scorpio Group amounting to S\$2.6 million; professional fee of S\$1 million incurred by KOP Properties (HK) Limited in relations to the Winterland project; increase in provision for doubtful debts of S\$0.5 million; expenses incurred by KOP Management Services (Shanghai), which was newly incorporated in September 2013, amounting to S\$1.5 million; off-set with the decrease in personnel costs amounting to S\$0.7 million; decrease in marketing expenses amounting to S\$1 million and decrease in depreciation charges of S\$0.3 million.

##### **Finance expenses**

###### 3QFY2015 vs 3QFY2014

Finance expenses increased by S\$35,000 or 20% from S\$172,000 in 3QFY2014 to S\$207,000 in 3QFY2015 mainly due to the drawdown of S\$12 million loan and increase in bank overdraft during the period.

###### 9M2015 vs 9M2014

Finance expenses decreased by S\$78,000 or 8% from S\$937,000 in 9M2014 to S\$859,000 in 9M 2015 mainly due to the full settlements of loan in KOP Properties Pte. Ltd. in 9M2014.

##### **Share of results of interest in associate**

###### 3QFY2015 vs 3QFY2014/ 9M2015 vs 9M2014

The share of loss of interest in associate has increased mainly due to increased losses suffered by Royce Properties Pte Ltd as there has been no sales in Ritz Carlton Residences in 3QFY2015 and 9M2015.

##### **Share of results from investments in associated companies**

###### 3QFY2015 vs 3QFY2014/ 9M2015 vs 9M2014

Represents share of profits from associated company, Epic Land Pte. Ltd., off-set with share of losses from associated company, Art Heritage Singapore Pte. Ltd..

As a result of the above, the Group recorded a net profit after tax of S\$39.3 million in 3QFY2015 and a net profit after tax of S\$32.4 million in 9M2015 via-a-vis a net loss after tax of S\$0.4 million in 3QFY2014 and a net loss after tax of S\$0.1 million in 9M2014.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

**8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**

**(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**

**(b) any material factors that affected cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

#### **(b) STATEMENT OF FINANCIAL POSITION**

Increase in trade and other receivables by S\$34.5 million from S\$4.2 million to S\$38.7 million mainly due to S\$29.9 million loan to associated company, Epic Land Pte Ltd, for the payment of deposits related to the acquisition of Prudential Tower, S\$2.7 million relates to reverse acquisition of Scorpio Group in May 2014; advance to an associated company, Art Heritage Singapore Pte Ltd, amounting to S\$0.6 million and prepayment of tax in PT Teguh Cipta Pratama of S\$1.2 million.

Increase in prepaid film rights, inventories and intangible assets by S\$0.9 million from S\$0.3 million to S\$1.2 million mainly due to reverse acquisition of Scorpio Group in May 2014.

Development properties increased by S\$1.1 million from S\$52.5 million to S\$53.6 million mainly due to capitalisation of interest cost for the bank loan.

Increase in goodwill by S\$18 million arising from FRS 103 Business Combinations, due to the reverse acquisition of Scorpio Group in May 2014.

Investments in associated companies represent investment of 20% interest in Art Heritage Singapore Pte. Ltd. and 25% interest in Epic Land Pte. Ltd.. Increase in investments in associated companies mainly due to share of profit of associated companies during the period.

Long term notes receivables represent subscription of Royce Properties Pte. Ltd.'s 2014 Junior Notes.

Increase in property, plant and equipment by S\$19.7 million mainly due to reverse acquisition of Scorpio Group in May 2014 amounting to S\$20.3 million off-set with the depreciation charged for the period amounting to S\$2.2 million.

Increase in investment property by S\$7.1 million due to the reverse acquisition of Scorpio Group in May 2014. The investment property relates to units rented out to external parties in Scorpio East Building located at 25 Tai Seng Avenue.

Increase in bank loans of S\$13.2 million mainly due to the reverse acquisition of Scorpio Group in May 2014 amounting to S\$12.5 million, drawdown of revolving credit of S\$12 million, drawdown of term loan of S\$16.4 million and increase in bank overdraft of S\$6.6 million, off-set by bank loan repayments amounting to S\$34.3 million throughout the financial period under review.

Decrease in trade and other payables of S\$5.9 million mainly due to reversal of deferred income in respect of the redemption of interest in associate during the financial period.

Increase in finance lease liabilities of S\$0.8 million mainly due to the reverse acquisition of Scorpio Group in May 2014. Scorpio Group's finance lease liabilities amounts to S\$0.9 million as at 31 December 2014.

Decrease in income tax payable of S\$1.3 million mainly due payment of tax instalment during the period under review.

Decrease in sales proceeds received in advance amounting to S\$0.5 million mainly due to the sales of properties of Montigo Resorts, Nongsa upon handover of the units to the owners.

#### **(c) STATEMENT OF CASH FLOWS**

The net cash outflow of operating activities for the nine months ended 31 December 2014 arose mainly due to operating losses incurred by the Group.

The net cash outflow of investing activities for the nine months ended 31 December 2014 was mainly due to a loan of S\$29.9 million extended to an associated company, Epic Land Pte Ltd, for the purposes of deposit payment in relation to the acquisition of Prudential Tower.

The net cash inflow of financing activities of S\$20.4 million for the nine months ended 31 December 2014 arose mainly due to a share placement with net proceeds of S\$21.5 million, proceeds from bank loans and overdrafts of S\$35 million, offset by net repayment of bank loans and finance lease liabilities of S\$34.3 million and refund of cash from escrow account of S\$1.3 million.



# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---

---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---

---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

**9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, and variance between it and the actual results.**

No forecast or prospect statement have been previously disclosed.

**10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months**

The Group is pleased to announce that on the 6 May 2014, the Group has completed the acquisition of KOP Properties Pte. Ltd. With the acquisition, the Group will now have businesses encompassing both the property and the entertainment industries.

Having properties in places such as Singapore, Indonesia, and the United Kingdom, the Group will continue to grow its property business through new development projects, property acquisitions as well as expansion into other markets. The Group further intends to expand its presence in favorable markets while seeking to grow opportunistically in new geographies. As part of the Group's strategic restructuring efforts, the Group will expand its entertainment business by venturing into the development of real estate projects which include a lifestyle component, such as entertainment and MICE facility.

**11. Dividend**

**(a) Current Financial Period Reported On**

Any dividend declared for the current financial period reported on?

None.

**(b) Corresponding Period of the Immediately Preceding Financial year**

Any dividend declared for the corresponding period of the immediately preceding financial year?

None.

**(c) Date Payable**

Not applicable.

**(d) Books closure date**

Not applicable.

**12. If no dividend has been declared (recommended), a statement to that effect.**

No dividend has been declared or recommended.

# KOP LIMITED

(Company Registration Number: 200415164G)  
(Incorporated in the Republic of Singapore)  
(the "Company", and together with its subsidiaries, the "Group")

---



---

## THIRD QUARTER FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2014

---



---

### PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

13. If the Group has obtained a general mandate from shareholders for Interested Person Transactions ("IPT"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group does not have a general mandate for recurring interested person transactions.

Name of interested person	Aggregate value of all interested person transactions during the financial period under review (excluding transactions conducted under shareholders' mandate pursuant to Rule 920) S\$'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 S\$'000
<b><u>Royce Properties Pte. Ltd.</u></b>		
Commission income	125	-
Interest income	195	-

### 14. Negative confirmation by the Board pursuant to Rule 705(5)

The Board of Directors confirms that, to the best of their knowledge, nothing has come to their attention which may render the third quarter financial results of the Company and of the Group for the period ended 31 December 2014 to be false or misleading in any material aspect.

### BY ORDER OF THE BOARD

Ong Chih Ching  
Executive Chairman  
9 February 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance Limited ("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.*