

OKP HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200201165G)

PLACEMENT OF NEW ORDINARY SHARES IN THE CAPITAL OF OKP HOLDINGS LIMITED

The directors (the "**Directors**") of OKP Holdings Limited (the "**Company**") wish to announce that the Company has today 17 April 2009 entered into a subscription agreement (the "**Subscription Agreement**") with China Sonangol International (S) Pte. Ltd. (the "**Subscriber**") to allot and issue 15,000,000 new ordinary shares in the capital of the Company ("**Shares**"), or such number of Shares representing ten per cent. (10%) of the issued and paid-up share capital of the Company as at the Completion Date (as defined in the Subscription Agreement), whichever is higher (the "**New Shares**"). Subject to and upon the terms of the Subscription Agreement, the Subscriber has agreed to subscribe (the "**Placement**") and pay for the New Shares at the price of S\$0.45 for each New Share (the "**Placement Price**").

The Subscriber was introduced to the Company by a business associate. The Placement is part of the Company's continuing effort to raise additional funds for overseas projects and to establish strategic alliances. Established in 2004, the Subscriber's ultimate parent company, China Sonangol International Holding Limited, is an overseas conglomerate that specialises in oil, gas, and minerals investment and explorations, crude oil supply and national infrastructure construction projects. With the introduction of the Subscriber as a substantial shareholder of the Company after the completion of the Placement, the Company hopes to tap into the expertise and network of the Subscriber and its parent company in expanding the Company's business overseas.

The New Shares shall be issued free from all claims, mortgages, charges, liens and other encumbrances whatsoever and will rank *pari passu* in all respects with the existing Shares provided that, subject to completion of the Placement, the New Shares shall rank for, including, without limitation, any entitlements, distributions, dividends or rights, the record date in respect of which falls on or after the Completion Date (as defined in the Subscription Agreement).

The Company will be making an application to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing and quotation of the New Shares on the Main Board of the SGX-ST. The Placement is conditional upon, *inter-alia*, the approval of the listing and quotation of the New Shares on the Main Board of the SGX-ST.

At the annual general meeting of the Company held on 21 April 2008, the shareholders of the Company ("**Shareholders**") passed a resolution ("**Resolution**") authorising the Directors, pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and the listing manual of the SGX-ST ("**Listing Manual**"), to (i) issue Shares 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) 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 may in their absolute discretion deem fit; and (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that:

- (1) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50% of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing Shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the issued share capital of the Company (as calculated in accordance with subparagraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this authority is given, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this authority is given; and
 - (ii) any subsequent consolidation or sub-division of Shares;
- (3) in exercising the authority conferred by this authority, the Directors shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) this authority 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 and the Listing Manual to be held, whichever is the earlier.

The New Shares to be issued pursuant to the Subscription Agreement represent approximately ten per cent. (10%) of the issued share capital of the Company at the time the Resolution was passed.

The Placement Price of S\$0.45 for each New Share represents a discount of five per cent. (5%) from the volume weighted average price of S\$0.4739 per Share for trades done on the SGX-ST on 16 April 2009 (being the full market day before the Subscription Agreement was executed).

Under the Subscription Agreement, the Subscriber is subject to a 12-month moratorium period commencing from the date on which the New Shares are admitted to the Main Board of the SGX-ST whereby it shall not, directly or indirectly, sell, realise, transfer or otherwise dispose of any part of its interest in the New Shares.

The Subscription Agreement also provides for the Subscriber to have the right for so long as it holds a 5% shareholding interest in the Company to nominate one (1) non-executive director to the Board of Directors of the Company. Such director (if any) nominated by the Subscriber shall be subject to the review of the nominating committee of the Company and the right of the Subscriber to nominate the director shall at all times be subject to the prevailing laws in Singapore and the Memorandum and Articles of Association, including the requirement for retirement by rotation and re-election of such director and the appointment and removal of such director as prescribed by law and the Memorandum and Articles of Association.

The net proceeds from the Placement after deducting estimated expenses of S\$24,000, is approximately S\$6,726,000. The net proceeds will be used as working capital for the Company's overseas business expansion.

When completed, the Placement will increase the existing issued share capital of the Company from S\$17,243,071 comprising 149,860,940 Shares to S\$23,993,071 comprising 164,860,940 Shares. The net tangible assets per share of the Company, its subsidiaries and jointly-controlled entities (the "**Group**") as at 31 December 2008 was 25.6 cents. After adjusting for the issue of the New Shares, the Group's net tangible assets per share, as at 31 December 2008, would be 27.4 cents.

None of the New Shares will be placed with any of the persons disallowed under Rule 812 of the SGX-ST Listing Manual.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Placement (other than through their shareholdings in the Company).

BY ORDER OF THE BOARD

Or Toh Wat
Group Managing Director
17 April 2009