



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 64th Annual General Meeting of SP Corporation Limited (the “Company”) will be held at MND Function Room, Annexe A, 9 Maxwell Road, MND Complex, Singapore 069112 on Thursday, 6 April 2017 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

- To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2016 and the Independent Auditor’s Report thereon. **Ordinary Resolution 1**
- To approve the payment of S\$176,698 as Directors’ fees for the financial year ended 31 December 2016 (2015: S\$175,052). **Ordinary Resolution 2**
- To re-elect the following Directors, each of whom retires by rotation pursuant to Article 99 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
(a) Mr Cheng Hong Kok **Ordinary Resolution 3**
(b) Mr Peter Sung **Ordinary Resolution 4**
- To re-appoint Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors of the Company (“Directors”) to fix their remuneration. **Ordinary Resolution 5**
- To transact any other ordinary business that may properly be transacted at the Annual General Meeting of the Company.

SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without amendments, the following Resolutions, of which Resolutions 6 and 8 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as a Special Resolution:

- Authority to allot and issue shares up to ten per centum (10%) of the issued shares** **Ordinary Resolution 6**
“That pursuant to Section 161 of the Companies Act, Cap. 50 (the “Companies Act”), the Directors be empowered to allot and issue shares in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this Resolution shall not exceed ten per centum (10%) of the issued shares in the capital of the Company at the time of the passing of this Resolution and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company’s next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”
- The Proposed Adoption of the New Constitution** **Special Resolution 7**
“That the regulations contained in the new Constitution submitted to this Meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution.”
- Renewal of the Shareholders’ Mandate for Interested Person Transactions** **Ordinary Resolution 8**
“That:—
 - approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“Chapter 9”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in the Company’s letter to shareholders dated 8 March 2017 (the “Letter”), with any party who is of the Classes of Interested Persons described in the Letter, provided that such transactions are carried out in the ordinary course of business and on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders and are in accordance with the guidelines and review procedures for Interested Person Transactions as set out in the Letter (the “Shareholders’ Mandate”);
 - such Shareholders’ Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
 - the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders’ Mandate and/or this Resolution.”

By Order of the Board

Helena Chua
Company Secretary
8 March 2017
Singapore

Meeting Notes:

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.
- A proxy need not be a member of the Company.
- An instrument appointing a proxy must be deposited at the registered office of the Company at 9 Oxley Rise, #03-02 The Oxley, Singapore 238697 not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.

EXPLANATORY NOTES ON BUSINESSES TO BE TRANSACTED:

Ordinary Resolution 1 – is to receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2016 and the Independent Auditor’s Report thereon which can be found in the Company’s 2016 Annual Report.

Ordinary Resolution 2 – is to approve the payment of Directors’ fees of S\$176,698 for the financial year ended 31 December 2016, for services rendered by the Directors on the Board as well as on various Board committees. The framework for the proposed Directors’ fees is set out under the “Corporate Governance Report” in the Company’s 2016 Annual Report.

Ordinary Resolution 3 – Mr Cheng Hong Kok will, upon re-election, continue to serve as (i) Chairman of the Audit and Risk Committee; (ii) Chairman of the Nominating Committee; (iii) a member of the Remuneration Committee; and (iv) the Lead Independent Director of the Company. He is considered a Non-Executive and Independent Director. There are no relationships (including immediate family relationships) between Mr Cheng and the other Directors of the Company, the Company or its 10% shareholders.

Ordinary Resolution 4 – Mr Peter Sung will, upon re-election, continue to serve as Chairman of the Board and a member of the Remuneration Committee. He is considered a Non-Executive and Non-Independent Director.

In relation to Ordinary Resolutions 3 and 4, please refer to the “Directors’ Profile” section in the Company’s 2016 Annual Report for more information on the Directors seeking re-election at the Annual General Meeting.

Ordinary Resolution 5 – is to re-appoint Deloitte & Touche LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. The Company has complied with Rule 713(1) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual by ensuring that the audit partner is not in charge of more than 5 consecutive years of audits. The current audit partner, Mr Yang Chi Chih was appointed in April 2013.

Ordinary Resolution 6 – is to empower the Directors to issue shares in the capital of the Company up to an amount not exceeding in aggregate 10% of the issued shares in the capital of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the issued shares in the capital of the Company at the time that this resolution is passed after adjusting for any subsequent consolidation or subdivision of shares.

Special Resolution 7 – is to adopt a new Constitution following the wide-ranging changes to the Companies Act introduced pursuant to the Companies (Amendment) Act 2014 (the “Amendment Act”). The new Constitution will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016, and incorporate amendments to, *inter alia* take into account the changes to the Companies Act introduced pursuant to the Amendment Act. Please refer to Appendices A and B of the Letter for more details.

Ordinary Resolution 8 – is to renew effectively up to the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by the Company in general meeting) the Shareholders’ Mandate to enable the Company, its subsidiaries and associated companies that are considered “entities at risk” to enter, in the ordinary course of business, into the types of mandated transactions with specified classes of the Company’s interested persons. The Shareholders’ Mandate which was previously renewed by shareholders at the 63rd Annual General Meeting of the Company on 5 April 2016, will be expiring at the forthcoming 64th Annual General Meeting. Particulars of the Shareholders’ Mandate and the Audit and Risk Committee’s confirmation (pursuant to Rule 920(1) of the SGX-ST Listing Manual) in respect of the proposed renewal of the Shareholders’ Mandate, are contained in Appendix C of the Letter.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.