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TUAN SING HOLDINGS LIMITED

(Company Registration No. 196900130M)

PROPOSED ACQUISITION BY TUAN SING HOLDINGS LIMITED OF ALL THE SHARES IN THE ISSUED SHARE CAPITAL OF SP CORPORATION LIMITED (OTHER THAN THE SHARES HELD BY TUAN SING HOLDINGS LIMITED) BY WAY OF A SCHEME OF ARRANGEMENT

EFFECTIVE DATE OF THE SCHEME

1. INTRODUCTION

1.1 The Board of Directors of Tuan Sing Holdings Limited (“**TSH**”) refers to:

- (a) the joint announcement dated 20 August 2022 issued by TSH and SP Corporation Limited (“**SP**”) in relation to the proposed acquisition by TSH of all the shares in the issued share capital of SP, held by the shareholders of SP other than TSH (the “**Scheme Shareholders**”), by way of a scheme of arrangement (the “**Scheme**”) in accordance with Section 210 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and the Singapore Code on Take-overs and Mergers;
- (b) the scheme document (the “**Scheme Document**”) dated 3 November 2022 electronically disseminated by SP to the Scheme Shareholders; and
- (c) the announcement by SP dated 9 December 2022 (the “**SP Announcement**”) in relation to the Effective Date of the Scheme.

1.2 Capitalised terms in this Announcement shall (unless otherwise defined in this Announcement) have the same meaning ascribed to them in the Scheme Document.

2. EFFECTIVE DATE OF THE SCHEME

2.1 TSH wishes to announce that, in accordance with the terms of the Implementation Agreement, SP has on 9 December 2022, lodged a copy of the order of the Court sanctioning the Scheme under Section 210 of the Companies Act with ACRA. The Scheme has therefore become effective and binding in accordance with its terms on 9 December 2022 (the “**Effective Date**”).

2.2 Further details of the indicative timeline for the key events following the Effective Date, including the expected date for the payment of the Scheme Consideration can be found in the SP Announcement, a copy of which is annexed to this Announcement.

3. RESPONSIBILITY STATEMENT

The directors of TSH (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement (excluding information relating to SP or any opinion expressed by SP) are fair and accurate and that, where appropriate, no material facts

in relation thereto have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and the directors of TSH jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from SP, the sole responsibility of the directors of TSH has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of TSH do not accept any responsibility for any information relating to or any opinion expressed by SP.

BY ORDER OF THE BOARD

Leow May Cin
Company Secretary
9 December 2022

ANNEX

SP ANNOUNCEMENT



SP CORPORATION LIMITED

(Company Registration No. 195200115K)

EFFECTIVE DATE OF THE SCHEME

1. INTRODUCTION

The Board of Directors (the “**Board**”) of SP Corporation Limited (the “**Company**”) wishes to refer shareholders of the Company (the “**Shareholders**”) to:

- (a) the scheme document (the “**Scheme Document**”) dated 3 November 2022 electronically disseminated by the Company to the Scheme Shareholders in relation to the proposed acquisition by Tuan Sing Holdings Limited (the “**Offeror**”) of all the shares in the issued share capital of the Company (the “**SP Shares**”), held by Shareholders other than the Offeror, by way of a scheme of arrangement (the “**Scheme**”) in accordance with Section 210 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and the Singapore Code on Take-overs and Mergers;
- (b) the announcement dated 26 November 2022 made by the Company, in relation to the results of the Court Meeting held on 25 November 2022 and the Court sanction of the Scheme on the same day; and
- (c) the announcement dated 30 November 2022 made by the Company, in relation to the Books Closure Date and the last trading day of the SP Shares.

Unless otherwise defined, all capitalised terms in this announcement shall bear the same meaning as set out in the Scheme Document.

2. EFFECTIVE DATE OF SCHEME

The Company wishes to announce that a copy of the order of the Court sanctioning the Scheme under Section 210 of the Companies Act has been lodged with ACRA on 9 December 2022. The Scheme has therefore become effective and binding in accordance with its terms on 9 December 2022 (the “**Effective Date**”).

3. PAYMENT OF THE SCHEME CONSIDERATION

Entitled Scheme Shareholders will receive payment of the Scheme Consideration within seven (7) Business Days after the Effective Date (i.e., on or prior to 20 December 2022).

4. KEY EVENTS AND INDICATIVE TIMETABLE

Scheme Shareholders are reminded of the following indicative timetable in relation to the Scheme:

Expected date for the payment of the Scheme : On or prior to 20 December 2022
Consideration

Expected date for delisting of the SP Shares from : 23 December 2022
the SGX-ST

The above timetable is indicative only and may be subject to change. Please refer to future announcement(s) by the Company on SGXNET for the exact dates of these events.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement which relate to the Company (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and the Directors jointly and severally accept responsibility accordingly.

Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The Directors do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

BY ORDER OF THE BOARD

Ho Wui Mee Marian
Company Secretary
9 December 2022