
NOTICE OF EXTRAORDINARY GENERAL MEETING

SP CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 195200115K)

All capitalised terms in this Notice of Extraordinary General Meeting and defined in the circular dated 10 April 2015 (the “Circular”) shall, unless otherwise defined herein, bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of SP Corporation Limited (the “**Company**”) will be held at NTUC Centre, No. 1 Marina Boulevard, Room 801 Level 8, One Marina Boulevard, Singapore 018989 on Monday, 27 April 2015 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the 62nd Annual General Meeting of the Company to be held on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolution:–

ORDINARY RESOLUTION: PROPOSED SHARE CONSOLIDATION

That with effect from the date to be determined by the directors of the Company (“**Directors**”) and pursuant to the Articles of Association of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every ten (10) existing issued and paid-up ordinary shares in the capital of the Company (“**Existing Shares**”) held by shareholders of the Company (“**Shareholders**”) as at a books closure date to be determined by the Directors (“**Books Closure Date**”) into one (1) Consolidated Share in the manner set out in the Circular (“**Proposed Share Consolidation**”);
- (b) for the Directors to disregard any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above, and for all fractions of Consolidated Shares to which holders of the Existing Shares would otherwise be entitled to, be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company;
- (c) for the Directors to be authorised to fix the Books Closure Date and the date on which the Shares will trade on the Mainboard of the Singapore Exchange Securities Trading Limited in board lots of 100 Consolidated Shares in their absolute discretion as they deem fit; and
- (d) for the Directors and each of them to be authorised and empowered to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

By Order of the Board



Mary Goh Swon Ping
Company Secretary
10 April 2015

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf, save that no limit shall be imposed on the number of proxies for nominee companies which are members of the Company. A proxy need not be a member of the Company.
- (2) If the appointer is a corporation, the instrument appointing a proxy must be under seal or the hand of its duly authorised officer or attorney.
- (3) 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 set for the Extraordinary General Meeting or any postponement or adjournment thereof.