



SP CORPORATION LIMITED

(Registration No.: 195200115K)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 66th 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 Tuesday, 16 April 2019 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

- | | |
|---|--|
| 1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December (“FY”) 2018 and the Independent Auditor’s Report thereon. | Ordinary Resolution 1 |
| 2. To approve the payment of \$193,719 as Directors’ fees for FY2018 (FY2017: \$173,804). | Ordinary Resolution 2 |
| 3. To re-elect the following Directors, each of whom retires by rotation pursuant to Article 105 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
(a) Mr Tan Lye Huat
(b) Mr William Nursalim alias William Liem | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5 |
| 4. To re-elect Mr David Lee Kay Tuan, who will retire pursuant to Article 106 of the Constitution of the Company and whom being eligible, offers himself for re-election. | Ordinary Resolution 6 |
| 5. 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 6 |

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modifications, the following resolutions, which will be proposed as Ordinary Resolutions:

- | | |
|--|------------------------------|
| 6. Authority to allot and issue shares up to ten per centum (10%) of the issued shares
“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.” | Ordinary Resolution 7 |
| 7. Renewal of the Shareholders’ Mandate for Interested Person Transactions
“That:—
a. 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 18 March 2019 (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 ”);
b. 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
c. 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.” | Ordinary Resolution 8 |

By Order of the Board

Julie Koh Ngin Joo
Group Company Secretary
18 March 2019
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 72 hours before the time appointed 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 FY2018 and the Independent Auditor’s Report thereon which can be found in the Company’s 2018 Annual Report.

Ordinary Resolution 2 – is to approve the payment of Directors’ fees of \$193,719 for FY2018, for services rendered by the Directors on the Board as well as on various Board Committees.

Ordinary Resolution 3 – Mr Tan Lye Huat will, upon re-election, continue to serve as a member of the Audit and Risk Committee, the Nominating Committee and the Remuneration Committee. He is considered a Non-Executive and Independent Director.

Ordinary Resolution 4 – Mr William Nursalim alias William Liem will, upon re-election, continue to serve as a member of the Nominating Committee. He is considered a Non-Executive and Non-Independent Director.

Ordinary Resolution 5 – Mr David Lee Kay Tuan will, upon re-election, continue to serve as a member of the Audit and Risk Committee. He is considered a Non-Executive and Non-Independent Director.

In relation to Ordinary Resolutions 3, 4 and 5, please refer to the “Directors’ Profile” section in the Company’s 2018 Annual Report for more information on the Directors seeking re-election at the Annual General Meeting.

Ordinary Resolution 6 – 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 Loi Chee Keong was appointed in April 2018.

Ordinary Resolution 7 – 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.

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 65th Annual General Meeting of the Company on 17 April 2018, will be expiring at the forthcoming 66th 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 the Letter. Please refer to the “Renewal of the Shareholders’ Mandate for Interested Person Transactions” section in the Company’s 2018 Annual Report.

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.

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PROXY FORM**ANNUAL GENERAL MEETING****IMPORTANT**

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50 may appoint more than 2 proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy SP Corporation Limited shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 18 March 2019.

I/We _____ (Name), _____ (NRIC/Passport/Registration No.)
of _____ (Address),
being a member(s) of SP Corporation Limited (the "**Company**") hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
Address		No. of Shares	%

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
Address		No. of Shares	%

or failing him/her, the Chairman of 66th Annual General Meeting of the Company ("**Meeting**") as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the Meeting to be held at MND Function Room, Annexe A, 9 Maxwell Road, MND Complex, Singapore 069112 on Tuesday, 16 April 2019 at 11.30 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated below. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Meeting.

Ordinary Business		For*	Against*
Ordinary Resolution 1	Adoption of Directors' Statement, Audited Financial Statements and Independent Auditor's Report		
Ordinary Resolution 2	Approval of Directors' fees		
Ordinary Resolution 3	Re-election of Mr Tan Lye Huat as Director		
Ordinary Resolution 4	Re-election of Mr William Nursalim alias William Liem as Director		
Ordinary Resolution 5	Re-election of Mr David Lee Kay Tuan as Director		
Ordinary Resolution 6	Re-appointment of Deloitte & Touche LLP as Auditors and authorisation for Directors to fix their remuneration		
Special Business			
Ordinary Resolution 7	Authority to issue shares		
Ordinary Resolution 8	Renewal of the Shareholders' Mandate for Interested Person Transactions		

***Note:** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2019.

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

Shares in:	Total Number of Shares held
(a) Depository Register	
(b) Register of Members	

Notes:

1. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. (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 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 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 same meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 9 Oxley Rise, #03-02 The Oxley, Singapore 238697 not less than 72 hours before the time appointed for the Meeting.
5. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy or proxies, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Cap. 50.
8. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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Do not staple. Glue all sides firmly.

Please
Affix
Postage
Stamp

**The Group Company Secretary
SP CORPORATION LIMITED
9 Oxley Rise
#03-02 The Oxley
Singapore 238697**

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SP CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Registration No. 195200115K)

REQUEST FORM

Dear Shareholders

For the financial year 2018 (“**FY2018**”), we are pleased to enclose printed copies of the Notice and Proxy Form for SP Corporation Limited (“**SP Corp**”) forthcoming Annual General Meeting to be held on 16 April 2019.

SP Corp is committed to environmental sustainability. As such, we are discontinuing our practice of mailing our Annual Report for FY2018 (“**AR**”) which includes the Letter to Shareholders in relation to the renewal of the Shareholders’ Mandate for Interested Person Transactions to shareholders.

The AR may be accessed at the URL <http://www.spcorp.com.sg/images/AnnualReport2018.pdf>

You will need an internet browser and PDF reader to view these documents.

We are mindful, though, that some shareholders may prefer to receive a printed copy of the AR. If so, please complete the Request Form below and return it to us by 29 March 2019.

You may be interested to know that the Company’s past years’ annual reports and circulars can also be downloaded from our website at www.spcorp.com.sg.

By submitting the completed Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorized representative(s)), for the purpose of processing and effecting your request.

Yours faithfully
For and on behalf of
SP Corporation Limited

Julie Koh Ngin Joo
Group Company Secretary
18 March 2019

To: SP Corporation Limited

N.B. Incomplete form will not be processed.

Please sent me/us a printed copy of the Annual Report for FY2018.

Name(s) of Shareholder(s): _____

NRIC/Passport No./

CDP Securities

Co. Registration No.: _____

Account No.: 1681- _____

Mailing Address: _____

Signature: _____

Date: _____

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