



SP CORPORATION LIMITED

(Company Registration No. 195200115K)

THE PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, FRACTIONAL SHARES TO BE DISREGARDED (THE "SHARE CONSOLIDATION")

- NOTICE OF BOOKS CLOSURE DATE

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Circular (as defined hereinafter).

1. INTRODUCTION

The Board of Directors (the "**Board**") of SP Corporation Limited (the "**Company**") refers to its announcements dated 16 February 2015 and 6 March 2015 and the circular to shareholders of the Company (the "**Shareholders**") dated 10 April 2015 (the "**Circular**") in relation to the proposed share consolidation of every ten (10) Existing Shares held by the Shareholders into one (1) ordinary share in the capital of the Company (the "**Consolidated Share**"), fractional Shares to be disregarded (the "**Share Consolidation**"). The Share Consolidation was approved by the Shareholders at the extraordinary general meeting held on 27 April 2015.

2. NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Register of Members and the share transfer books of the Company will be closed at 5.00 p.m. on 13 May 2015 (the "**Books Closure Date**") in order to determine the shareholdings of the Shareholders pursuant to the Share Consolidation.

On the Books Closure Date, every ten (10) Existing Shares registered in the name of each Shareholder will be consolidated into one (1) Consolidated Share, fractional Shares to be disregarded.

The Share Consolidation shall be effective from 9.00 a.m. on 14 May 2015, being the Market Day immediately following the Books Closure Date, whereupon the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of Shares held by him or her as at the Books Closure Date.

Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to pursuant to the Share Consolidation, based on their shareholdings as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share, and any fractional Shares will be disregarded. All fractional Shares arising from the Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

Each Consolidated Share will rank *pari passu* in all respects with each other and will be traded in board lots of 100 Consolidated Shares.



SP CORPORATION LIMITED

(Company Registration No. 195200115K)

3. SHARE CERTIFICATES

3.1 Deposit of Share Certificates with the Central Depository (Pte) Limited (“CDP”)

Shareholders who hold physical share certificates for the Existing Shares in their own names (“**Old Share Certificates**”) and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share Certificates together with duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date. After the Books Closure Date, CDP will only accept the deposit of share certificates for the Consolidated Shares (“**New Share Certificates**”). Shareholders who wish to deposit their share certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Share Registrar, B.A.C.S. Private Limited, at 63 Cantonment Road Singapore 089758 for cancellation and issuance of New Share Certificates in replacement thereof as described below.

3.2 Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar, B.A.C.S. Private Limited, at 63 Cantonment Road Singapore 089758, as soon as possible after they have been notified of the Books Closure Date, for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

3.3 Share Certificates Not Valid for Settlement of Trades on Mainboard

Shareholders are reminded that their physical share certificates are not valid for settlement of trading in the Shares on the Mainboard of the SGX-ST, as the Company is under a book-entry (scripless) settlement system, but any Old Share Certificates will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof. The New Share Certificates will not be valid for delivery of trades done on the Mainboard of the SGX-ST although they will continue to be *prima facie* evidence of legal title.



SP CORPORATION LIMITED

(Company Registration No. 195200115K)

4. TRADING ARRANGEMENTS FOR CONSOLIDATED SHARES AND ODD LOTS

4.1 Trading Arrangements for Consolidated Shares

The Shares will begin trading in board lots of 100 Consolidated Shares with effect from 9.00 a.m. on 11 May 2015 (the “**Effective Trading Date**”) on the Mainboard of the SGX-ST. Accordingly, ten (10) Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

4.2 Trading Arrangements for Odd Lots

All fractional Shares arising from the Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The Existing Shares are currently traded in board lots of 100 Shares in the ready market. Following the completion of the Share Consolidation, the Securities Accounts of Shareholders (being Depositors) maintained with CDP may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the unit share market has been set up to allow trading in odd lots with a minimum size of one (1) Consolidated Share on the SGX-ST. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares in the ready market. The market for trading of such odd lots of Consolidated Shares may be illiquid.

Approval has been obtained from the SGX-ST for the setting up of a temporary counter to allow Shareholders to trade in board lots of one (1) Consolidated Share. This temporary counter will be maintained for a period of two (2) calendar months commencing from the Effective Trading Date (“**Concessionary Period**”). Thereafter, Shareholders can trade in odd lots of Shares on the SGX-ST unit share market.

The set-up of the temporary odd lot counter is strictly of a provisional nature. Shareholders who continue to hold odd lots of less than 100 Shares after the Concessionary Period may find difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares.



SP CORPORATION LIMITED

(Company Registration No. 195200115K)

5. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Share Consolidation.

| Time and Date | Event |
|--------------------------------------|---|
| 28 April 2015 (Tuesday) | Announcement of Notice of Books Closure Date |
| 5.00 p.m. on 8 May 2015 (Friday) | Last day for trading of the Existing Shares |
| 9.00 a.m. on 11 May 2015 (Monday) | Effective Trading Date |
| 5.00 p.m. on 13 May 2015 (Wednesday) | Books Closure Date |
| 9.00 a.m. on 14 May 2015 (Thursday) | Effective date of the Share Consolidation (Share Consolidation becomes effective) |

6. CONTACT INFORMATION

The address of the Share Registrar of the Company, B.A.C.S. Private Limited, is as follows:

B.A.C.S. Private Limited
63 Cantonment Road
Singapore 089758

The address of CDP is as follows:

The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

BY ORDER OF THE BOARD

Mary Goh Swon Ping
Company Secretary
28 April 2015

SP Corporation Limited is a subsidiary of Tuan Sing Holdings Limited. The Company is a diversified marketing, engineering and industrial services group with units involved in Commodities Trading and Tyre Distribution.