

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 62nd Annual General Meeting of SP Corporation Limited (the “Company”) will be held at the NTUC Centre, No. 1 Marina Boulevard, Room 801 Level 8, One Marina Boulevard, Singapore 018989 on Monday, 27 April 2015 at 3.00 p.m. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of \$169,072 for the financial year ended 31 December 2014 (2013: S\$192,833). **(Resolution 2)**
3. To re-appoint the following Directors pursuant to Section 153(6) of the Companies Act, Cap. 50 to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company provided that if Section 153 of the Companies Act, Cap. 50 is repealed and shall cease to be in force prior to the next Annual General Meeting of the Company and unless they are subject to any requirement under any written law or applicable regulatory requirement which permits them to hold office only until the next Annual General Meeting of the Company, they shall, subject to retirement by rotation in accordance with the Articles of Association of the Company, hold office beyond the next Annual General Meeting of the Company:
 - (a) Mr Peter Sung **(Resolution 3a)**
 - (b) Mr Boediman Gozali (alias Tony Wu) **(Resolution 3b)**
 - (c) Mr Cheng Hong Kok **(Resolution 3c)**
4. To re-elect Mr Chong Chou Yuen who will retire by rotation pursuant to Article 99(2) of the Company’s Articles of Association and who, being eligible, offers himself for re-election. **(Resolution 4)**
5. To re-appoint Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

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

7. 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 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.” **(Resolution 6)**

8. 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 Appendix A of the Company’s letter to shareholders dated 10 April 2015 (the “Letter”), with any party who is of the Classes of Interested Persons described in Appendix A of 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 Appendix A of the Letter (the “Shareholders’ Mandate”);

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- 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.”

(Resolution 7)

By Order of the Board



Mary Goh Swon Ping
Company Secretary

10 April 2015
Singapore

Notes:

- (1) A member of the Company entitled to attend and vote at the Annual 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 Annual General Meeting or any postponement or adjournment thereof.

Additional Information Relating to the Notice of the 62nd Annual General Meeting

Resolution 3(a) – Mr Peter Sung, upon re-appointment as a Director of the Company, will remain as Chairman of the Board as well as a member of the Remuneration Committee. He is considered a Non-Executive and Non-Independent Director.

Resolution 3(b) – Mr Boediman Gozali (alias Tony Wu), upon re-appointment as a Director of the Company, will remain as the Managing Director and Chief Executive Officer. He is considered an Executive and Non-Independent Director.

Resolution 3(c) – Mr Cheng Hong Kok, upon re-appointment as a Director of the Company, will remain as Chairman of the Audit and Nominating Committees as well as a member of the Remuneration Committee. He is considered an Independent Director.

Resolution 4 – Mr Chong Chou Yuen, upon re-election as a Director of the Company, will remain as a member of the Audit Committee. He is considered a Non-Executive and Non-Independent Director.

Detailed information on Mr Peter Sung, Mr Boediman Gozali (alias Tony Wu), Mr Cheng Hong Kok and Mr Chong Chou Yuen can be found under the “Directors’ Profile” section in the Company’s Annual Report 2014.

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.

Resolution 7 – 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 61st Annual General Meeting of the Company on 9 April 2014, will be expiring at the forthcoming 62nd Annual General Meeting. Particulars of the Shareholders’ Mandate and the Audit Committee’s confirmation (pursuant to Rule 920(1) of the Listing Manual of the Singapore Exchange Securities Trading Limited) in respect of the proposed renewal of the Shareholders’ Mandate, are contained in the Company’s letter to shareholders dated 10 April 2015.