



SP Corporation Limited

IMPORTANT REMINDER TO SHAREHOLDERS OF SP CORPORATION LIMITED DATED 18 NOVEMBER 2022

Proposed Scheme of Arrangement for SP Corporation Limited

OVERVIEW

- On 20 August 2022, the respective boards of directors of SP Corporation Limited (the **"Company"**) and Tuan Sing Holdings Limited (the **"Offeror"**) jointly announced the proposed acquisition by the Offeror to acquire all the shares in the issued share capital of the Company (the **"SP Shares"**) held by the Scheme Shareholders (the **"Acquisition"**), to be effected by the Company by way of a scheme of arrangement in accordance with Section 210 of the Companies Act and the Code (the **"Scheme"**).
- The purpose of this reminder letter (the **"Reminder Letter"**) is to remind Scheme Shareholders to vote on and to approve the Scheme at the meeting of the Scheme Shareholders to be convened by the Court to approve the Scheme and any adjournment thereof (the **"Court Meeting"**) which will be held by way of electronic means.

**Scheme
Consideration**

**S\$1.59 in cash
for each
Scheme Share**

TRANSACTION RATIONALE

Why is the Offeror proposing the Scheme?



- The Company has not carried out any fund-raising exercise on the SGX-ST in recent years and the Offeror is of the view that the Company is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future. Accordingly, it is not necessary for the Company to maintain its listing on the SGX-ST.



- The Acquisition allows the Offeror to reduce the duplication of compliance and associated costs in maintaining the listing status of both the Offeror and the Company.
- Delisting the Company would allow the Offeror to save on costs associated with complying with listing and other regulatory requirements and human resources that have to be committed for such compliance.



- The Offeror believes that privatising the Company will allow the Offeror and the management of the Company to consolidate the business of the Company and to optimise the use of its management and capital resources.



- The Acquisition presents an opportunity for Scheme Shareholders to realise their investments in the Company for a cash consideration at a premium to historical trading prices and to exit their investments amidst the low trading liquidity of the SP Shares.

IMPORTANT DATES AND TIME (SINGAPORE TIME)

Latest date and time for lodgement of the Proxy Form for the Court Meeting	:	22 November 2022, 10.00 a.m.
Date and time of the Court Meeting	:	25 November 2022, 10.00 a.m.
Place of the Court Meeting	:	The Court Meeting will be held by way of electronic means

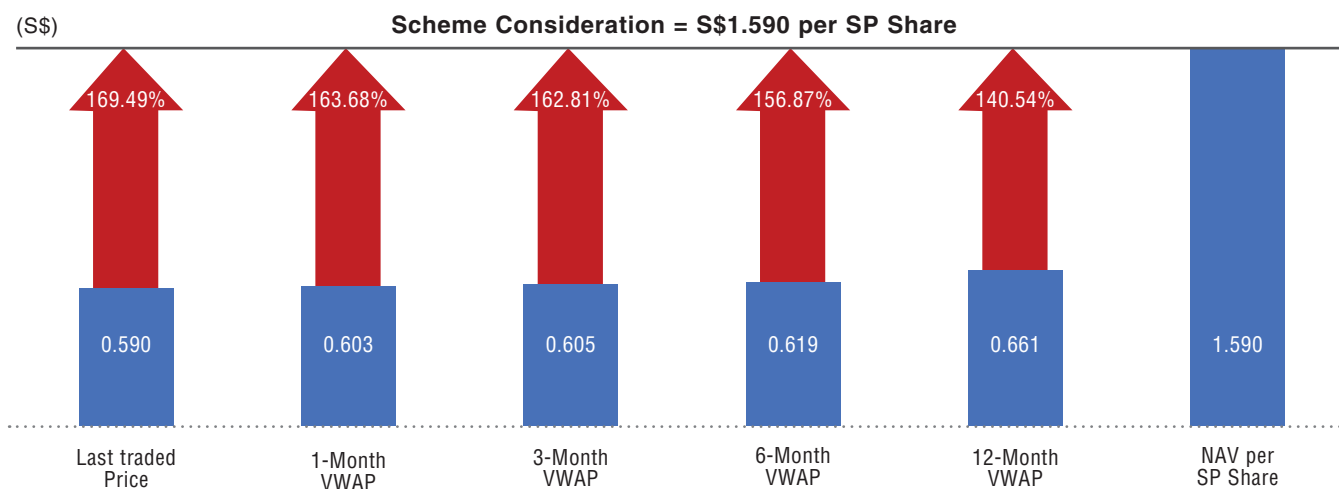
WHO TO CONTACT FOR ASSISTANCE

SP Corporation Limited
Tel: +65 6645 3260
Email: enquiry@spcorp.com.sg

Financial Advisor to the Offeror:
United Overseas Bank Limited
UOB's helpline: +65 6539 7066

FINANCIAL EVALUATION OF THE SCHEME

The Scheme Consideration is at a premium to historical trading prices preceding the Last Trading Day¹ and is equivalent to the net asset value (“NAV”) per SP Share as at 30 June 2022



The Scheme Consideration exceeds the highest closing price of the SP Shares in over 10 years preceding the Last Trading Day



Opportunity to exit investment which may otherwise be difficult due to the low trading liquidity of the SP Shares

	Average daily trading volume ² (“ADTV”) of SP Shares	ADTV as a percentage of the total number of issued SP Shares
One (1)-month period prior to and including the Last Trading Day ¹	5,191	0.015%
Three (3)-month period prior to and including the Last Trading Day	5,694	0.016%
Six (6)-month period prior to and including the Last Trading Day	4,876	0.014%
12-month period prior to and including the Last Trading Day	4,354	0.012%

Source: Bloomberg Finance L.P.

Notes:

- (1) Refers to 18 August 2022, being the last full trading day immediately before the announcement of the Scheme.
- (2) The average daily trading volumes are calculated by using the total volume of SP Shares traded divided by the number of market days with respect to the one (1)-month period, three (3)-month period, six (6)-month period and 12-month period up to and including the Last Trading Day.

YOUR VOTE COUNTS

A. Scheme Shareholders who wish to (i) attend and vote (in real time) at the Court Meeting via electronic means or (ii) appoint a proxy(ies) to attend and vote (in real time) at the Court Meeting via electronic means

1

Pre-register online at the Company's pre-registration website at the URL <https://conveneagm.sg/SPCorporation> from now till 10.00 a.m. on 22 November 2022 to provide the requisite details of the shareholder and proxy(ies) (if applicable) for verification purposes.

2

Following the verification, authenticated Scheme Shareholders will receive an email, which will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the Court Meeting proceedings, by 5.00 p.m. on 23 November 2022.

3

Scheme Shareholders who do not receive an email by 5.00 p.m. on 23 November 2022 but have registered by the deadline on 22 November 2022 should contact the Share Registrar, B.A.C.S. Private Limited, at +65 6593 4848 (during office hours) or email main@zicoholdings.com.



For the avoidance of doubt, pre-registration is not required if a Scheme Shareholder only intends to appoint the Chairman of the Court Meeting as his/her/its proxy and does not intend to attend the Court Meeting.

B. Scheme Shareholders who wish to appoint a proxy(ies) to vote on their behalf

1

The Proxy Form may be downloaded from the SGXNET announcement page of the Company at the URL <https://www.sgx.com/securities/company-announcements> or the Company's corporate website at the URL <https://www.spcorp.com.sg/corporate.asp?page=5&menuid=7&language=1&subid=32>.

Alternatively, Scheme Shareholders may directly access the Company's SGXNET announcement page by scanning the following QR Code on the right.



2

The Proxy Form must be downloaded, completed, signed and submitted to the Company by 10.00 a.m. on 22 November 2022, being 72 hours before the time appointed for the Court Meeting, in the following manner:

- (a) via email to main@zicoholdings.com; or
- (b) via post to the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

Completion and lodgement of a Proxy Form will not preclude a Scheme Shareholder from attending and voting at the Court Meeting via electronic means.

3

In appointing the Chairman of the Court Meeting as proxy, a Scheme Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstention from voting, in respect of the resolution in the Proxy Form, failing which the appointment of the Chairman of the Court Meeting as proxy for the Court Meeting will be treated as invalid.

C. Scheme Shareholders who wish to submit questions related to the Scheme

1

Scheme Shareholders may also submit questions related to the Scheme to be tabled for approval at the Court Meeting to the Chairman of the Court Meeting in advance of the Court Meeting. In order to do so, their questions must be submitted in the following manner:

- (a) via email to main@zicoholdings.com; or
- (b) via post to the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

2

Scheme Shareholders who submit questions via email or post must provide the following information:

- (i) the Scheme Shareholder's full name;
- (ii) the Scheme Shareholder's address; and
- (iii) the manner in which the Scheme Shareholder holds Scheme Shares (e.g. via CDP, scrip, CPF or SRS).

IMPORTANT NOTICE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. THIS REMINDER LETTER SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SECURITIES IN ANY JURISDICTION, INCLUDING IN THE UNITED STATES OR ELSEWHERE.

This Reminder Letter should be read in conjunction with the (i) Scheme Document released by the Company on 3 November 2022 (the “**Scheme Document**”) in relation to the Acquisition and the Scheme; and (ii) the further documents disseminated by the Company on 11 November 2022 (the “**Further Documents**”). Electronic copies of the Scheme Document and the Further Documents are available on the SGXNET announcement page of the Company at the URL <https://www.sgx.com/securities/company-announcements> or the Company’s corporate website at the URL <https://www.spcorp.com.sg/corporate.asp?page=5&menuid=7&language=1&subid=32>.

All statements other than statements of historical facts included in this Reminder Letter are or may be forward-looking statements. Forward-looking statements include, but are not limited to, those using words such as “aim”, “anticipate”, “believe”, “estimate”, “expect”, “forecast”, “intend”, “plan”, “project”, “seek”, “strategy” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s and/or the Company’s (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those expressed or implied in such forward-looking statements. Given the risks and uncertainties that may cause actual results or outcomes to differ materially from those expressed or implied in such forward-looking statements, Shareholders and investors of the Offeror and the Company should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Company guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

This Reminder Letter is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the SP Shares. The past performance of the SP Shares is not necessarily indicative of the future performance of the SP Shares. As each Scheme Shareholder would have different investment objectives and profiles, any individual Scheme Shareholder who may require advice in the context of his/her/its specific investment objectives or portfolio should consult his/her/its stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

This Reminder Letter has not been reviewed by the Monetary Authority of Singapore.

Any discrepancies in the figures included herein between the listed amounts and total thereof are due to rounding.

The Reminder Letter is qualified in its entirety by, and should be read in conjunction with, the full text of the Scheme Document and the Further Documents. In the event of any inconsistency or conflict between the Scheme Document and the information contained in this Reminder Letter, the Scheme Document shall prevail. All capitalised terms not defined in this Reminder Letter shall have the meaning ascribed to them in the Scheme Document.

RESPONSIBILITY STATEMENT

Company

The Directors (including any who may have delegated detailed supervision of the preparation of this Reminder Letter) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Reminder Letter 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 Reminder Letter, the omission of which would make any statement in this Reminder Letter 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 Reminder Letter. The Directors do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

Offeror

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

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror 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 Reminder Letter. The directors of the Offeror do not accept any responsibility for any information relating to or any opinion expressed by the Company.