



SP CORPORATION LIMITED

Proposed Scheme of Arrangement

16 November 2022

Important Notice

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This presentation should be read in conjunction with (i) the Scheme Document released by SP Corporation Limited (the “**Company**”) on 3 November 2022 (the “**Scheme Document**”) in relation to the proposed acquisition by Tuan Sing Holdings Limited (the “**Offeror**”) of all the shares in the issued share capital of the Company (the “**SP Shares**”) (other than shares held by the Offeror) by way of a scheme of arrangement (the “**Acquisition**”); 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 presentation 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 presentation 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 presentation 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 presentation 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 presentation, the Scheme Document shall prevail. All capitalised terms not defined in this presentation shall have the meaning ascribed to them in the Scheme Document.

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1. Transaction Summary

Offeror	▪ Tuan Sing Holdings Limited (SGX: T24) (the “Offeror”) ▪ As at the Latest Practicable Date, the Offeror holds 28,146,319 SP Shares, which represents approximately 80.19 per cent. of the SP Shares
Transaction Structure	▪ Proposed acquisition by the Offeror of all the shares in the issued share capital of SP Corporation Limited (the “Company”) (other than shares held by the Offeror) ▪ To be effected by way of a scheme of arrangement in accordance with Section 210 of the Companies Act and the Code
Scheme Consideration	▪ S\$1.59 in cash for each Scheme Share held as at the Books Closure Date ▪ For illustration purposes, a Scheme Shareholder holding 1,000 shares will receive S\$1,590 in cash upon the Scheme becoming effective ▪ If any dividend, right or other distribution is declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration by the amount of such dividend, right or distribution
Approvals Required	▪ The Scheme will require, <i>inter alia</i>, the following approvals: 1. Shareholders’ Approval - the approval of the Scheme by a majority in number of Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting, such majority holding not less than three-fourths in value of the Scheme Shares voted at the Court Meeting 2. SGX-ST approval for the proposed delisting of the Company and sanction of the Scheme by the Court
Competing Offer	▪ The Offeror holds 28,146,319 SP Shares which represent more than 50 per cent. of the total SP Shares ▪ No other Competing Offer will be capable of turning unconditional or succeeding without the Offeror’s support (and after prior consultation with the SIC) ▪ Should the Scheme fail, the Offeror is not permitted under the Code to announce another offer or possible offer for the Company for 12 months following the lapse of the Scheme, except with SIC’s consent

2. 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



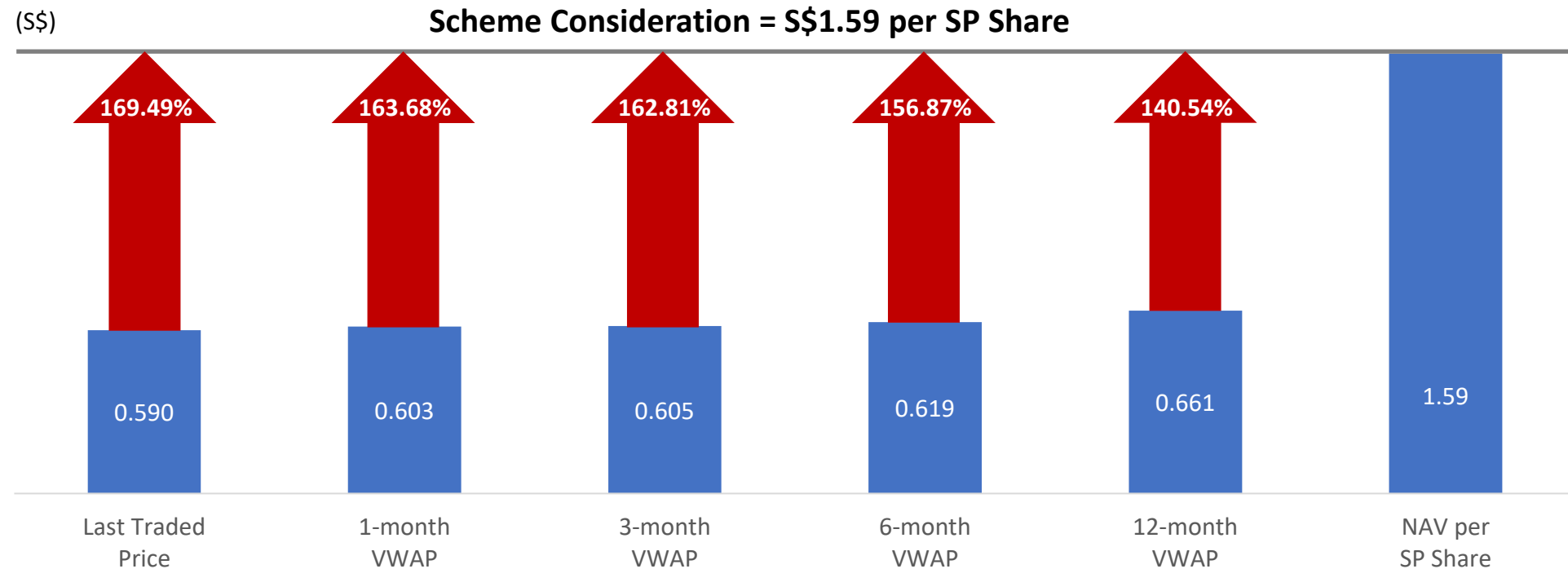
- The Offeror believes that privatising the Company will allow the Offeror and the management of the Company to consolidate the business of the Company and to optimise the use of its management and capital resources



- 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 low trading liquidity of the SP Shares

3. 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

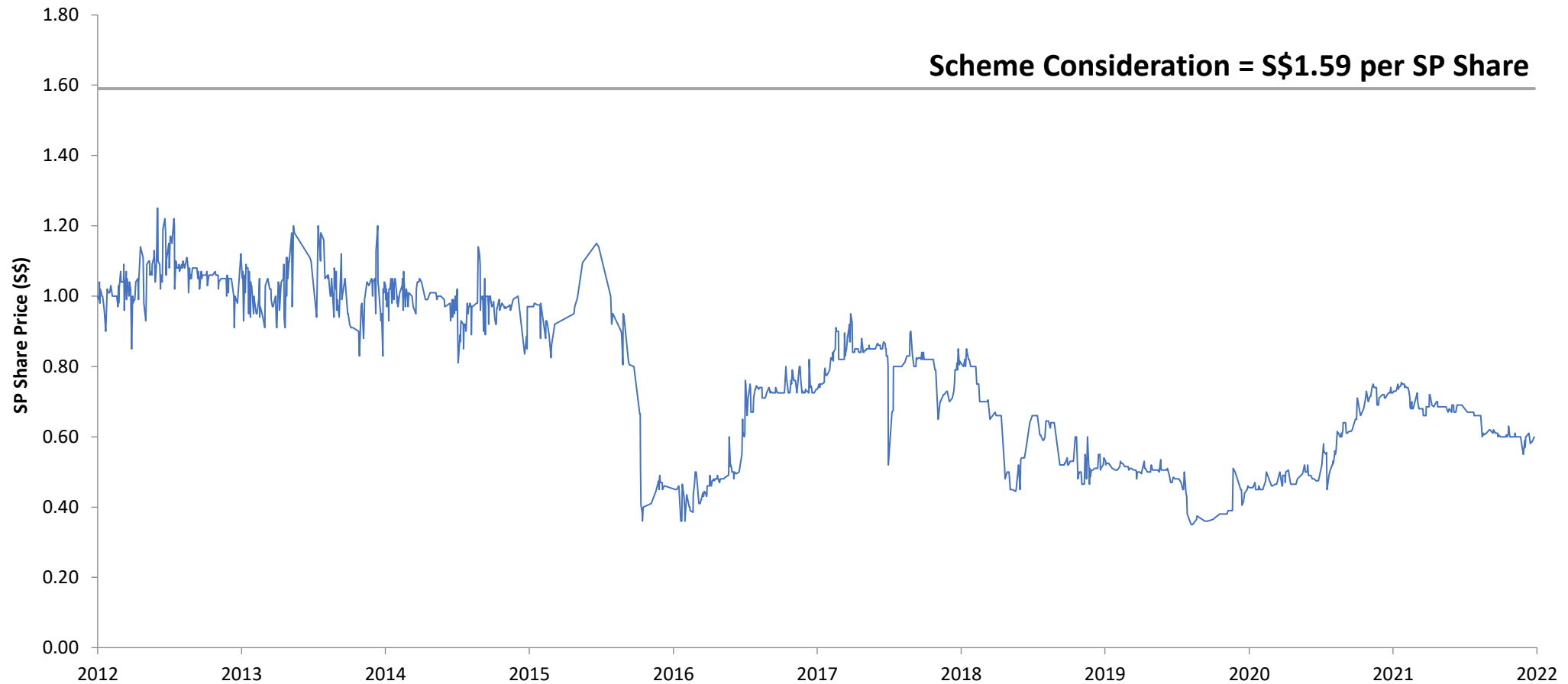


Notes:

(1) Refers to 18 August 2022, being the last full trading day immediately before the announcement of the Scheme.

3. Financial Evaluation of the Scheme

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



Source: Bloomberg Finance L.P.

3. Financial Evaluation of the Scheme

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

	Average daily trading volume ¹ ("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 ²	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%

Notes:

- (1) 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.
- (2) Refers to 18 August 2022, being the last full trading day immediately before the announcement of the Scheme.

4. Recommendations of the Independent Financial Adviser (the “IFA”) and the Independent Directors

Note: It is important that you read the extracts below in conjunction with the full text and context of the Scheme Document, the IFA Letter, which can be found in Appendix 1 to the Scheme Document, the IFA Confirmation Letter (as defined in the Further Documents) and the ID Confirmation Letter (as defined in the Further Documents). You are advised against relying solely on the extracts below which is only meant to draw attention to the opinion of the IFA and its advice to the Independent Directors, and recommendation of the Independent Directors

IFA’s Opinion and Advice to the Independent Directors

“Having regard to the considerations set out in this letter and as discussed above, the information available to us as at the Latest Practicable Date and subject to the qualifications made herein, we are of the opinion that the financial terms of the Scheme are, on balance, **fair and reasonable**. Taking the factors we have considered on balance, we advise the Independent Directors to recommend that the Scheme Shareholders **vote in favour of the Scheme.**”

Independent Directors’ Recommendation

“The Independent Directors, having carefully considered the terms of the Scheme and the advice given by the IFA in the IFA Letter, **concur** with the recommendation of the IFA in respect of the Scheme.

Accordingly, the Independent Directors unanimously recommend that Scheme Shareholders **VOTE IN FAVOUR** of the Scheme at the Court Meeting.”

5. Approvals Required

- The Scheme will be subject to the approval of the Scheme Shareholders and Court and Regulatory approvals, which include, *inter alia*, the following:

Scheme Shareholders' Approval

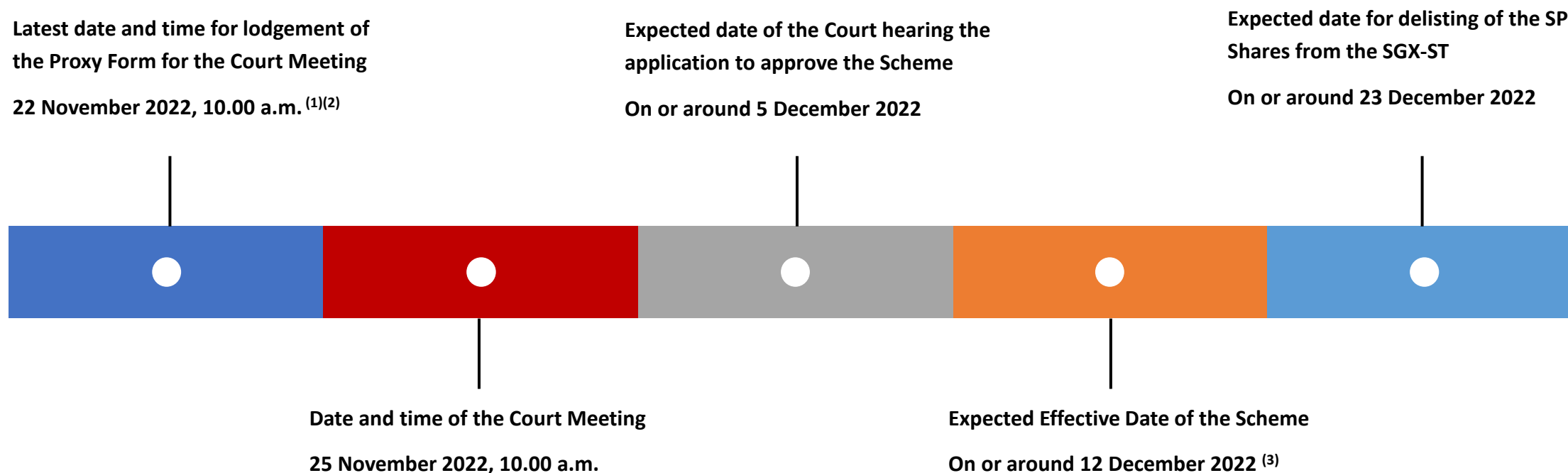
- The approval of the Scheme by a majority in number of Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting, such majority holding not less than three-fourths in value of the Scheme Shares voted at the Court Meeting
- The Offeror and persons acting or presumed to be acting in concert with the Offeror in connection with the Scheme (the “**Offeror Concert Party Group**”) will be required to **abstain from voting** on the Scheme
- **The outcome of the voting lies entirely in the hands of public shareholders. Hence your vote is important and counts towards the outcome**

Other Approvals

- Sanction of the Scheme by the Court (if approved at the Court Meeting)
- Approval from the SGX-ST on the proposed delisting of the Company, and other conditions

6. Expected Timeline

- The Scheme is expected to be effective on or around 12 December 2022 and completed on or around 23 December 2022



Notes: The above dates are indicative and may be subject to change. Please refer to SGXNET announcements by the Company for the exact dates of these events

- (1) The Court Meeting will be held by way of electronic means due to the current COVID-19 restriction orders in Singapore. Accordingly, Scheme Shareholders will not be able to attend the Court Meeting in person. Scheme Shareholders (whether individual or corporate) 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 must 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) All Proxy Forms for the Court Meeting (if lodged before the Court Meeting) 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: (i) via email to main@zicoholdings.com; or (ii) 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. In appointing the Chairman of the Court Meeting as proxy, a Scheme Shareholder must give specific instructions as to voting, or abstention of 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. The votes of the Chairman of the Court Meeting, as proxy, shall be counted as the votes of the number of appointing Scheme Shareholders.
- (3) The Scheme will only be effective and binding upon lodgement of the Court Order with ACRA. The Court Order will be lodged with ACRA upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions and provided neither the Offeror nor the Company exercises its Termination Right (if any).

7. Investor Contacts

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

The Company's Share Registrar:

B.A.C.S. Private Limited

Tel: +65 6539 4848

Responsibility Statement

Company

The Directors (including any who may have delegated detailed supervision of the preparation of this presentation) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this presentation 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 presentation, the omission of which would make any statement in this presentation misleading, and the Directors jointly and severally accept responsibility accordingly.

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Offeror

The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this presentation) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this presentation (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 presentation, the omission of which would make any statement in this presentation misleading, and the directors of the Offeror jointly and severally accept responsibility accordingly.

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Thank you