

Issuer & Securities

Issuer/ Manager

SP CORPORATION LIMITED

Security

ANNUAL GENERAL MEETING::VOLUNTARY

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

31-Mar-2021 07:32:13

Status

New

Announcement Reference

SG210331MEETCQNC

Submitted By (Co./ Ind. Name)

Tan Sock Kiang

Designation

Group Company Secretary

Financial Year End

31/12/2020

Event Narrative

Narrative Type	Narrative Text
Additional Text	<p>Please refer to the following attachments:</p> <ul style="list-style-type: none"> (1) Notice of Annual General Meeting dated 31 March 2021 (2) Alternative Arrangements for the 68th Annual General Meeting (2) Proxy Form (3) Request Form

Event Dates

Meeting Date and Time

16/04/2021 11:30:00

Response Deadline Date

13/04/2021 11:30:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Annual General Meeting will be held by electronic means. Shareholders will not be able to attend the meeting in person.

Attachments

[SPCorp_AGM_Notice.pdf](#)[SPCorp_68thAGM_AlternativeArrangements.pdf](#)[SPCorp_Proxy_Form.pdf](#)[SPCorp_Request_Form.pdf](#)

Total size =613K MB



SP CORPORATION LIMITED
(Company Registration No. 195200115K)

ALTERNATIVE ARRANGEMENTS FOR 68TH ANNUAL GENERAL MEETING

The Board of Directors (the “**Board**”) of SP Corporation Limited (the “**Company**”) hereby announces the alternative meeting arrangements in relation to the conduct of its forthcoming 68th annual general meeting on Friday, 16 April 2021 at 11.30 a.m. (the “**68th AGM**”).

The Board acknowledges that the AGM is an important platform for the Company to engage with its shareholders and appreciate the opportunity to interact with shareholders through such events. Although the COVID-19 pandemic is well contained in Singapore and there is further relaxation of restrictions on group activities as announced by the authorities recently, the exposure risk remains. As such, the Board and Management having considered relevant factors will (emulating its virtual AGM held last year), continue to adopt the digital platform for the 68th AGM, which will be conducted in a manner in compliance with the regulations and guidelines set out by the authorities.

The AGM will be conducted by electronic means in accordance with the regulations and guidance prescribed by (i) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which has been extended to 30 June 2021 (by the Ministry of Law in its amendment order issued on 29 September 2020); and (ii) the latest guidance issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation in their joint statement dated 1 October 2020.

NOTICE OF AGM AND PROXY FORM

The Notice of AGM and proxy form have been sent to shareholders by electronic means via publication on the Company’s website and on the SGXNet. For convenience, printed copies of these documents have also been sent by post to shareholders.

NO PERSONAL ATTENDANCE AT THE AGM

Due to the current COVID-19 situation in Singapore, **shareholders will not be able to attend the AGM in person.**

ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION IN THE AGM

Shareholders may participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream;
- (b) submitting questions to the Chairman of the Meeting in advance of the AGM; and/or
- (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

Details of the steps for pre-registration, submission of questions and voting at the AGM by shareholders, including CPF and SRS investors, are set out in the Appendix to this announcement. There will be no “live” voting at the AGM.



SP CORPORATION LIMITED
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PERSONS WHO HOLD SHARES THROUGH RELEVANT INTERMEDIARIES

Persons who hold SP Corporation Limited shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50) and who wish to participate in the AGM should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM. In particular, CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes by **5.00 p.m. on 8 April 2021**.

2020 ANNUAL REPORT AND LETTER TO SHAREHOLDERS

The 2020 Annual Report including the Letter to Shareholders dated 31 March 2021 (in relation to the proposed renewal of the shareholders' mandate for interested person transactions) has been published and may be accessed at the Company's website at the URL <http://www.spcorp.com.sg/images/AnnualReport2020> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Shareholders may request for printed copies of these documents by completing and submitting the Request Form accompanying the printed copies of the Notice of AGM sent by post to shareholders.

KEY DATES AND TIMELINE TO OBSERVE

The key dates and timeline which shareholders should take note of are set out in the table below:

Key dates	Actions
31 March 2021 (Wednesday)	Shareholders, including CPF and SRS investors, may begin to pre-register for the AGM at the pre-registration website which is accessible at the URL https://septusasia.com/spcorpfy2020agm .
5.00 p.m. on 8 April 2021 (Thursday)	Deadline for CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks and SRS Operators to submit their votes.
11.30 a.m. on 13 April 2021 (Tuesday)	Deadline for shareholders to: <ul style="list-style-type: none">• pre-register for the AGM;• submit questions in advance; and• submit instruments appointing the Chairman of the Meeting as proxy.



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Key dates	Actions
11.30 a.m. on 15 April 2021 (Thursday)	<p>Authenticated shareholders will receive an email which will contain unique user credentials and instructions on how to access the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings (the “Confirmation Email”).</p> <p>Shareholders who do not receive the Confirmation Email by 11.30 a.m. on 15 April 2021, but have registered by the 13 April 2021 deadline, should contact our Share Registrar, B.A.C.S. Private Limited via email at main@zicoholdings.com before 3.00 p.m. on 15 April 2021.</p>
Date and time of AGM: 16 April 2021 (Friday) at 11.30 a.m.	<ul style="list-style-type: none">• Click on the link in the Confirmation Email and follow the instructions to access the “live” audio-visual webcast of the AGM proceedings; or• Call the toll-free telephone number and follow the instructions in the Confirmation Email to access the “live” audio-only stream of the AGM proceedings.

For more information, shareholders can contact the Company via email at enquiry@spcorp.com.sg or the Company’s Share Registrar, B.A.C.S. Private Limited via email at main@zicoholdings.com.

The alternative meeting arrangements as set out in this announcement are contingent upon any new directions or restrictions on the conduct of AGMs that may be imposed by the authorities after the release of this announcement. As such, shareholders are encouraged to continue to regularly check the Company’s website and the SGXNet for any updates until the date of AGM.

We would like to thank all shareholders for your patience and co-operation, and we hope that events will return to normalcy post pandemic which will be conducive to the conduct of physical meetings for future AGMs.

BY ORDER OF THE BOARD

Tan Sock Kiang
Group Company Secretary

31 March 2021



SP CORPORATION LIMITED
(Company Registration No. 195200115K)

APPENDIX

Steps for pre-registration, submission of questions and voting at the AGM

Shareholders will be able to observe and/or listen to the AGM proceedings through a “live” audio-visual webcast or “live” audio-only stream via their phones, tablets or computers, submit questions in advance of the AGM and appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	Pre-registration	<p>Shareholders, including CPF and SRS investors, can pre-register for the AGM at the pre-registration website which is accessible at the URL https://septusiasia.com/spcorpfy2020agm from 31 March 2021 up to 11.30 a.m. on 13 April 2021 to enable the Company to verify their status as shareholders.</p> <p>Following the verification, authenticated shareholders will receive an email by 11.30 a.m. on 15 April 2021. The email will contain unique user credentials and instructions on how to access the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings.</p> <p>Shareholders who do not receive the above-mentioned email by 11.30 a.m. on 15 April 2021, but have registered by the 13 April 2021 deadline, should contact our Share Registrar, B.A.C.S. Private Limited via email at main@zicoholdings.com before 3.00 p.m. on 15 April 2021.</p>
2.	Submit questions in advance of the AGM	<p>Shareholders will not be able to ask questions at the AGM “live” during the webcast or audio-stream, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.</p> <p>Submission of substantial and relevant questions in advance. Shareholders, including CPF and SRS investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) Via pre-registration website. Shareholders who pre-register for the AGM may submit their questions via the pre-registration website which is accessible at the URL https://septusiasia.com/spcorpfy2020agm.</p> <p>(b) Via email. Shareholders may submit their questions via email to the Company at enquiry@spcorp.com.sg.</p>



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No.	Steps	Details
		<p>By post. Shareholders may submit their questions by post to the Company’s registered address at 9 Oxley Road, #03-02 The Oxley, Singapore 238697 marked to the attention of the Group Company Secretary.</p> <p>When sending in your questions via email or by post, please provide us with the following details:</p> <ul style="list-style-type: none"> • your full name; • your address; and • the manner in which you hold shares in the Company (e.g., via CDP, CPF, SRS and/or scrip). <p>All questions submitted in advance of the AGM must be submitted by 11.30 a.m. on 13 April 2021.</p> <p>Addressing questions. We will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from shareholders at least 72 hours in advance of the AGM by publishing our responses to such questions on our website and on SGXNet prior to the AGM.</p> <p>Where substantially similar questions are received, we will consolidate such questions and consequently, not all questions may be individually addressed.</p> <p>Minutes of AGM. We will publish the minutes of the AGM on the Company’s website and on SGXNet within the prescribed timeline. The minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.</p>
3.	<p>Submit instruments appointing Chairman of the Meeting as proxy to vote</p>	<p>Shareholders will not be able to vote during the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in accordance with the instructions on the instrument appointing a proxy.</p>



SP CORPORATION LIMITED
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No.	Steps	Details
		<p>Specific voting instructions to be given. Where shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the instrument appointing a proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p>Submission of instruments of proxy. The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner:</p> <ul style="list-style-type: none">(a) if submitted by post, be lodged with the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or(b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com, <p>in either case, by 11.30 a.m. on 13 April 2021.</p> <p>A shareholder who wishes to submit an instrument appointing a proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and submitting it via email to the email address provided above.</p> <p>Due to the current COVID-19 situation, shareholders are strongly encouraged to submit completed instruments appointing a proxy via email.</p> <p>CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes by 5.00 p.m. on 8 April 2021.</p>



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 68th Annual General Meeting (“AGM”) of SP Corporation Limited (the “Company”) will be convened and held by electronic means on Friday, 16 April 2021 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 2020 (“FY2020”) and the Independent Auditor’s Report thereon. (See Explanatory Note (a)) **Ordinary Resolution 1**
2. To approve the payment of S\$179,862 as Directors’ fees for FY2020 (FY2019: S\$206,833). (See Explanatory Note (b)) **Ordinary Resolution 2**
3. To re-elect Mr Leong Kok Ho, a Director who will retire by rotation under Article 106 of the Constitution of the Company and who, being eligible, offers himself for re-election. (See Explanatory Note (c)) **Ordinary Resolution 3**
4. To re-elect Mr Tan Lye Huat (“Mr Tan”) who will be retiring by rotation under Article 105 of the Constitution of the Company and who, being eligible, offers himself for re-election. (See Explanatory Note (d)) **Ordinary Resolution 4**
5. That contingent upon the passing of Ordinary Resolution 4 above, shareholders to approve Mr Tan’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST Listing Manual”), and such Resolution shall remain in force until the earlier of the following: (i) Mr Tan’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. (See Explanatory Note (e)) **Ordinary Resolution 5**
6. That contingent upon the passing of Ordinary Resolutions 4 and 5 above, shareholders (excluding the Directors and the Chief Executive Officer (“CEO”) of the Company, and the respective associates of such Directors and CEO) to approve Mr Tan’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(B) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Tan’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. (See Explanatory Note (e)) **Ordinary Resolution 6**
7. To approve the continued appointment of Mr Cheng Hong Kok (“Mr Cheng”) as an Independent Director in accordance with Rule 210(5)(d)(iii)(A) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Cheng’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. (See Explanatory Note (e)) **Ordinary Resolution 7**
8. That contingent upon the passing of Ordinary Resolution 7 above, shareholders (excluding the Directors and the CEO of the Company, and the respective associates of such Directors and CEO) to approve Mr Cheng’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(B) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Cheng’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. (See Explanatory Note (e)) **Ordinary Resolution 8**
9. To approve the continued appointment of Mr Peter Sung (“Mr Sung”) as an Independent Director in accordance with Rule 210(5)(d)(iii)(A) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Sung’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. (See Explanatory Note (e)) **Ordinary Resolution 9**
10. That contingent upon the passing of Ordinary Resolution 9 above, shareholders (excluding the Directors and the CEO of the Company, and the respective associates of such Directors and CEO) to approve Mr Sung’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(B) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Sung’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. (See Explanatory Note (e)) **Ordinary Resolution 10**
11. To re-appoint Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. (See Explanatory Note (f)) **Ordinary Resolution 11**

SPECIAL BUSINESS:

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

12. **Authority to allot and issue shares up to ten per centum (10%) of the issued shares** **Ordinary Resolution 12**
“That pursuant to Section 161 of the Companies Act, Chapter 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.” (See Explanatory Note (g))
13. **Renewal of the Shareholders’ Mandate for Interested Person Transactions** **Ordinary Resolution 13**
“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 31 March 2021 (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.” (See Explanatory Note (h))

BY ORDER OF THE BOARD

Tan Sock Kiang
Group Company Secretary
31 March 2021
Singapore

EXPLANATORY NOTES ON BUSINESSES TO BE TRANSACTED

- (a) **Ordinary Resolution 1** – is to receive and adopt the Directors’ Statement and the Audited Financial Statements for FY2020 and the Independent Auditor’s Report thereon which can be found in the Company’s 2020 Annual Report.
- (b) **Ordinary Resolution 2** – is to approve the payment of Directors’ fees of S\$179,862 for FY2020, for services rendered by the Directors on the Board and on various Board Committees.
The Directors’ fees approved at the AGM held on 16 April 2020 were S\$214,010. The amount was subsequently adjusted in FY2020 to reverse an overstatement of S\$7,177 relating to the Chairman’s taxable car benefit for FY2019, thereby reducing the Directors’ fees for FY2019 to S\$206,833.
- (c) **Ordinary Resolution 3** – Detailed information on Mr Leong Kok Ho (including information as set out in Appendix 7.4.1 of the SGX-ST Listing Manual can be found under “Directors’ Profile” and “Additional Information On Directors Seeking Re-election” in the Company’s 2020 Annual Report.
- (d) **Ordinary Resolution 4** – Detailed information on Mr Tan Lye Huat (including information as set out in Appendix 7.4.1 of the SGX-ST Listing Manual can be found under “Directors’ Profile” and “Additional Information On Directors Seeking Re-election” in the Company’s 2020 Annual Report.
- (e) **Ordinary Resolutions 5 to 10** – are to subject the continued appointment of Mr Tan Lye Huat, Mr Cheng Hong Kok and Mr Peter Sung, each of whom has served as an Independent Director for an aggregate period of more than 9 years to a two-tier voting process (“Two-Tier Vote”) in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual which will take effect from 1 January 2022 (“9-Year Rule”). Detailed information relating to the assessment of their independence by the Nominating Committee and the Board of Directors (the “Board”) is set out in the “Corporate Governance Report” of the 2020 Annual Report.
For the purpose of Ordinary Resolutions 5 to 10, in accordance with the 9-Year Rule, the Directors and the CEO of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.
Should any of the above Independent Directors fail the Two-Tier Vote, he will be re-designated as a Non-Independent Director at the conclusion of the 68th AGM (notwithstanding that the 9-year Rule will take effect only from 1 January 2022) until his retirement or resignation. The Board will appoint new Independent Director(s), if required, to meet the minimum required number of Independent Directors to comply with Rule 210(5)(c) of the SGX-ST Listing Manual within the prescribed timeframe.
- (f) **Ordinary Resolution 11** – 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 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 Aw Xin-Pei was appointed in FY2020.
- (g) **Ordinary Resolution 12** – 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. This 10% limit is higher than the limit allowed under the SGX-ST Listing Manual. The Company is seeking a lower limit as it believes that this is adequate for the time being and will review the limit annually. 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.
- (h) **Ordinary Resolution 13** – is to renew effectively up to the conclusion of the next AGM 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 67th AGM on 16 April 2020, will be expiring at the forthcoming 68th AGM. 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 “Letter to Shareholders” included in the Company’s 2020 Annual Report.

NOTES

- (1) The 68th AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will accordingly be sent to members by electronic means via publication on the Company’s website at the URL <http://www.spcorp.com.sg/images/AGM2021> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of this Notice will also be sent by post to members.
- (2) Alternative arrangements relating to attendance at the 68th AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the 68th AGM, addressing of substantial and relevant questions at, or prior to, the 68th AGM and voting by appointing the Chairman of the Meeting as proxy at the 68th AGM, are set out in the accompanying Company’s announcement dated 31 March 2021. This announcement may be accessed at the Company’s website at the URL <http://www.spcorp.com.sg/images/AGM2021> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (3) **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the 68th AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the 68th AGM if such member wishes to exercise his/her/its voting rights at the 68th AGM.** The accompanying proxy form for the 68th AGM may be accessed at the Company’s website at the URL <http://www.spcorp.com.sg/images/AGM2021> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of the proxy form will also be sent by post to members.
- (4) Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (5) CPF and SRS investors who wish to appoint the Chairman of the Meeting as their proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes by 5.00 p.m. on 8 April 2021.
- (6) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (7) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company’s Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (b) if submitted electronically via email, be submitted to the Company’s Share Registrar at main@zicoholdings.com,
in each case not less than 72 hours before the time appointed for holding the 68th AGM.

A member who wishes to submit an instrument of proxy can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company’s website or SGXNet, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.

- (8) The Company’s Annual Report 2020 including the Letter to Shareholders dated 31 March 2021 (in relation to the proposed renewal of the Shareholders’ Mandate) has been published and may be accessed at the Company’s website at the URL <http://www.spcorp.com.sg/images/AnnualReport2020> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and submitting the Request Form accompanying the printed copies of this Notice sent by post to members.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy 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.

Proxy Form

Annual General Meeting

IMPORTANT

- The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Notice of Annual General Meeting dated 31 March 2021 will accordingly be sent to members by electronic means via publication on the Company's website at the URL <http://www.spcorp.com.sg/images/AGM2021> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of the Notice of Annual General Meeting will also be sent by post to members.
- Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at or before the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 31 March 2021. This announcement may be accessed at the Company's website at the URL <http://www.spcorp.com.sg/images/AGM2021> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.**
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.
- CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes by 5.00 p.m. on 8 April 2021.
- By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 31 March 2021.

I/We _____ (Name) _____ (NRIC/Passport/Co Reg Number)

of _____ (Address)
being a member/members of SP Corporation Limited (the "**Company**"), hereby appoint the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be convened and held by way of electronic means at 11.30 a.m. (Singapore time) on Friday, 16 April 2021 and at any adjournment thereof. I/We direct the Chairman of the Meeting as my/our proxy to vote for or against or to abstain from voting on the resolutions to be proposed at the Annual General Meeting as indicated below.

ORDINARY BUSINESS		For*	Against*	Abstain*
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 Leong Kok Ho as a Director.			
Ordinary Resolution 4	Re-election of Mr Tan Lye Huat as a Director.			
Ordinary Resolution 5	Approval on the continued appointment of Mr Tan Lye Huat as an Independent Director by all shareholders.			
Ordinary Resolution 6	Approval on the continued appointment of Mr Tan Lye Huat as an Independent Director by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates).			
Ordinary Resolution 7	Approval on the continued appointment of Mr Cheng Hong Kok as an Independent Director by all shareholders.			
Ordinary Resolution 8	Approval on the continued appointment of Mr Cheng Hong Kok as an Independent Director by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates).			
Ordinary Resolution 9	Approval on the continued appointment of Mr Peter Sung as an Independent Director by all shareholders.			
Ordinary Resolution 10	Approval on the continued appointment of Mr Peter Sung as an Independent Director by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates).			
Ordinary Resolution 11	Re-appointment of Deloitte & Touche LLP as Auditors and authorisation for Directors to fix their remuneration.			
SPECIAL BUSINESS				
Ordinary Resolution 12	Authority to allot and issue shares (General Share Issue Mandate).			
Ordinary Resolution 13	Renewal of the Shareholders' Mandate for Interested Person Transactions.			

* Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to exercise all your votes "For" or "Against" the relevant resolution, please indicate with a tick (✓) in the "For" or "Against" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with a tick (✓) in the "Abstain" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares in the "Abstain" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2021.

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

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

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES TO PROXY FORM:

1. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this instrument appointing the Chairman of the Meeting as proxy will be deemed to relate to all the shares held by the member.
2. **Due to the current COVID-19 situation, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** This proxy form may be downloaded from the Company's website at the URL <http://www.spcorp.com.sg/images/AGM2021> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of this proxy form will also be sent by post to members. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes by 5.00 p.m. on 8 April 2021.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,in each case not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company's website or the SGX website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing the Chairman of the Meeting as proxy must be signed under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing the Chairman of the Meeting as proxy 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), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject an instrument appointing the Chairman of the Meeting as proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument appointing the Chairman of the Meeting as proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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Affix
Postage
Stamp

SP CORPORATION LIMITED
c/o B.A.C.S. Private Limited
8 Robinson Road #03-00 ASO Building
Singapore 048544

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SP CORPORATION LIMITED

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

31 March 2021

Dear Shareholder

We are pleased to enclose printed copies of the Notice and Proxy Form for the upcoming 68th Annual General Meeting (“AGM”) of SP Corporation Limited (“SP Corp”) which will be convened and held by way of electronic means on Friday, 16 April 2021 at 11.30 a.m.

Due to the current COVID-19 situation in Singapore, shareholders will not be able to attend the AGM in person. Shareholders may instead participate in the AGM by:

- observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- submitting questions in advance of the AGM; and/or
- appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

The Annual Report for the financial year ended 31 December 2020 (“Annual Report”), which includes the Letter to Shareholders dated 31 March 2021 (in relation to the proposed renewal of the shareholders’ mandate for interested person transactions) (“Letter to Shareholders”), is available for download from SP Corp’s website at the URL <http://www.spcorp.com.sg/images/AnnualReport2020> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> from the date of this letter.

Detailed instructions on how shareholders may participate in the AGM are set out in the Company’s SGXNet Announcement dated 31 March 2021 which sets out the alternative arrangements for the AGM (“SGXNet Announcement”). The SGXNet Announcement may be accessed at our website at the URL <http://www.spcorp.com.sg/images/AGM2021> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Please note in particular the deadline to pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings, for submission of questions in advance of the AGM and for submission of proxy forms, which is Tuesday, 13 April 2021 at 11.30 a.m. For more information on the AGM, please email us at enquiry@spcorp.com.sg.

If you wish to receive printed copies of the Annual Report (including the Letter to Shareholders) for this year, please complete the Request Form enclosed and return it to SP Corp no later than 8 April 2021.

By completing, signing and returning the 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 authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully
For and on behalf of
SP Corporation Limited

Tan Sock Kiang
Group Company Secretary

Request Form

**To: SP Corporation Limited
c/o B.A.C.S. Private Limited**

N.B. Please tick accordingly. We regret that we will not be able to process any incomplete or improperly completed request.

I/We wish to receive a printed copy of the Annual Report for the financial year ended 31 December 2020 (including the Letter to Shareholders dated 31 March 2021).

The shares are held by me/us under or through:

CDP Securities Account Number

1	6	8	1	-															
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CPFIS Account

Physical Scrips

Name of Shareholder(s): _____

Mailing Address: _____

Signature(s): _____ Date: _____

Note: This request is valid for the Annual Report for the financial year ended 31 December 2020 and the Letter to Shareholders dated 31 March 2021.

Fold and seal here

Fold here

Affix
Postage
Stamp

SP CORPORATION LIMITED
c/o B.A.C.S. Private Limited
8 Robinson Road #03-00 ASO Building
Singapore 048544

Fold and seal here
