

**GENERAL ANNOUNCEMENT::RESULTS OF ANNUAL GENERAL MEETING**

## Issuer &amp; Securities

## Issuer/ Manager

SP CORPORATION LIMITED

## Securities

SP CORPORATION LIMITED - SG1AJ0000007 - AWE

## Stapled Security

No

## Announcement Details

## Announcement Title

General Announcement

## Date &amp; Time of Broadcast

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## Status

New

## Announcement Sub Title

RESULTS OF ANNUAL GENERAL MEETING

## Announcement Reference

SG200416OTHRT1E6

## Submitted By (Co./ Ind. Name)

Tan Sock Kiang

## Designation

Group Company Secretary

## Description (Please provide a detailed description of the event in the box below)

PLEASE REFER TO ATTACHED ANNOUNCEMENT ON THE RESULTS OF THE 67TH ANNUAL GENERAL MEETING HELD ON 16 APRIL 2020.

## Attachments

[SPCorp\\_200416\\_AGMResults.pdf](#)[SPCorp\\_AGM\\_Presentation%20.pdf](#)

Total size =402K MB



## SP CORPORATION LIMITED

(Company Registration No. 195200115K)

### RESULTS OF THE 67TH ANNUAL GENERAL MEETING HELD ON 16 APRIL 2020

SP Corporation Limited (the “**Company**”) is pleased to announce, pursuant to Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited, that all of the resolutions set out in the Notice of Annual General Meeting (“**AGM**”) dated 18 March 2020 were voted by poll and duly passed by the Company’s shareholders at the AGM held on 16 April 2020 by “live” webcast.

The poll voting was carried out in accordance with the procedure as set out in the Company’s SGXNET announcement of 8 April 2020. A breakdown of the valid votes cast at the AGM is set out below:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b>Ordinary Business</b>					
<b>Ordinary Resolution 1</b> Adoption of Directors’ Statement, Audited Financial Statements and Independent Auditor’s Report	28,935,919	28,890,819	99.84	45,100	0.16
<b>Ordinary Resolution 2</b> Approval of Directors’ fees	28,935,919	28,884,319	99.82	51,600	0.18
<b>Ordinary Resolution 3</b> Re-election of Mr Peter Sung as Director	28,935,919	28,890,819	99.84	45,100	0.16
<b>Ordinary Resolution 4</b> Re-election of Mr Cheng Hong Kok as Director	28,935,919	28,890,819	99.84	45,100	0.16
<b>Ordinary Resolution 5</b> Re-appointment of Deloitte & Touche LLP as Auditors and authorisation for Directors to fix their remuneration	28,935,919	28,890,819	99.84	45,100	0.16



## SP CORPORATION LIMITED

(Company Registration No. 195200115K)

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b>Special Business</b>					
<b>Ordinary Resolution 6</b> Authority to issue shares	28,935,919	28,884,319	99.82	51,600	0.18
<b>Ordinary Resolution 7</b> Renewal of the Shareholders' Mandate for Interested Person Transactions	789,600	744,500	94.29	45,100	5.71

### Details of parties who abstained from voting on any resolution

Tuan Sing Holdings Limited, who holds 28,146,319 ordinary shares in the Company, had abstained from voting on Ordinary Resolution 7.

### Name of firm and/or person appointed as scrutineer

FINOVA BPO PTE. LTD. was appointed as the Company's scrutineer to validate the votes.

### Re-appointment of Director to the Audit and Risk Committee

Pursuant to Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Company wishes to announce that:

- (i) Mr Cheng Hong Kok, having been re-elected as a Director at the AGM, remains as the Chairman of the Audit and Risk Committee and the Nominating Committee, and a member of the Remuneration Committee. The Board considers Mr Cheng to be an Independent Director of the Company.

A copy of the AGM presentation is attached to this announcement. There was no question received from shareholders by the cutoff time for registration of the AGM set out in the Company's SGXNET announcement of 8 April 2020. A copy of the AGM minutes will be published in due course and no later than one month after the AGM.

### BY ORDER OF THE BOARD

Tan Sock Kiang  
Group Company Secretary  
16 April 2020



**SP CORPORATION LIMITED**

**67th ANNUAL GENERAL MEETING**

**16 April 2020**



# Group's Performance for FY2019

## Group's Performance Financial Year Ended 31 December 2019

**Presented by**

**Mr William Nursalim alias William Liem  
Interim Executive Director**



# Group's Performance for FY2019

- ❖ **Financial Performance for FY2019**
- ❖ **Financial Position as at 31 December 2019**
- ❖ **Segment Results for FY2019**



# Financial Performance for FY2019

	<b>FY2019</b> <b>(\$'000)</b>	<b>FY2018</b> <b>(\$'000)</b>	<b>Flux</b> <b>(\$'000)</b>	<b>Flux</b> <b>(%)</b>
<b>Revenue</b>	<b>93,076</b>	<b>136,379</b>	<b>(43,303)</b>	<b>(32%)</b>
<b>Gross profit</b>	<b>2,402</b>	<b>3,215</b>	<b>(813)</b>	<b>(25%)</b>
<b>Profit before tax</b>	<b>2,969</b>	<b>2,310</b>	<b>659</b>	<b>29%</b>
<b>Profit after tax</b>	<b>2,503</b>	<b>1,898</b>	<b>605</b>	<b>32%</b>
<b>Net profit attributable to shareholders</b>	<b>2,503</b>	<b>1,898</b>	<b>605</b>	<b>32%</b>
<b>Earnings per share (cents)</b>	<b>7.13</b>	<b>5.41</b>	<b>1.72</b>	<b>32%</b>

**Net profit attributable to shareholders for FY2019 was \$2.5 million** (FY2018: \$1.9 million), an increase of \$0.6 million or 32%. The increase was mainly due to \$1.6 million higher interest income largely from the loan granted to a related party in FY2018 (\$1.1 million).



# Financial Position as at 31 December 2019

	31 Dec 2019 (\$'000)	31 Dec 2018 (\$'000)	Flux (\$'000)	Flux (%)
Total assets	64,178	67,728	(3,550)	(5%)
Total liabilities	8,432	14,285	(5,853)	(41%)
Total borrowings (trust receipts)	5,125	-	5,125	n.m
Cash and bank balances	5,483	10,460	(4,977)	(48%)
Shareholders' funds	55,746	53,443	2,303	4%
Net assets per share (cents)	1.59	1.52	0.07	5%

*n.m: not meaningful*

**Shareholders' funds was \$55.7 million** (2018: 53.4 million). The increase was due to operating profits made during the year, net of foreign currency translation losses.





# Segment Results for FY2019

	Revenue			Profit before tax		
	FY2019 (\$'000)	FY2018 (\$'000)	Flux (%)	FY2019 (\$'000)	FY2018 (\$'000)	Flux (%)
Commodities trading	92,767	136,379	(32%)	1,388	1,905	(27%)
Investment	-	-	-	1,507	346	336%
Corporate and others <sup>^</sup>	309	-	n.m	74	59	25%
Group total	93,076	136,379	(32%)	2,969	2,310	29%

<sup>^</sup> Comprise mainly group-level services and consolidation adjustments

n.m: not meaningful

**Commodities trading segment revenue for FY2019 was \$92.8 million** (FY2018: \$136.4 million), a decrease of \$43.6 million or 32%. The decrease was mainly due to lower revenue for rubber and coal trading. Coal trading, which is the core business, contributed about 88% to the Group's revenue in FY2019, higher than 72% in FY2018.

**Investment segment profit before tax for FY2019 was \$1.5 million** (FY2018: \$0.3 million), an increase of \$1.2 million. The increase was mainly due to the recognition of the full year's interest income in FY2019, as compared to FY2018 where 3 months' interest income was recognised.



# Business Focus

The Group discontinued with the tyre distribution business in 2017 and is focused on coal trading at present. Management's focus moving forward will be to:

- ❑ Continue exploring new business opportunities to achieve long term growth for the benefit of its shareholders.
- ❑ The coal business with a long-term trading partner provides stability both in terms of volume and profit for the Group.
- ❑ The Group has also commenced supplying rubber to a US-based customer. However, as this is a new business, the financial impact will take time to come to fruition.
- ❑ Management is evaluating all available options in relation to the Sanya Integrated Development Project. The developer, Sanya Summer Real Estate Co Ltd, is in the midst of restarting construction after works were temporarily halted due to the COVID-19 outbreak. The estimated time for completion of main works will be in 2H2021.



# Resolutions and Poll Results

**Presented by**

**Mr Peter Sung**

**Chairman**



# Ordinary Business

## Ordinary Resolution 1

To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2019 and the Independent Auditor's Report thereon.

### Poll Results

"For" Votes		"Against" Votes		Total Votes	
No. of Shares	Percentage %	No. of Shares	Percentage %	No. of Shares	Percentage %
28,890,819	99.84	45,100	0.16	28,935,919	100

Ordinary Resolution 1 is carried.



# Ordinary Business

## Ordinary Resolution 2

To approve the payment of \$214,010 as Directors' fees for the financial year ended 31 December 2019 (FY2018: \$193,719).

### Poll Results

"For" Votes		"Against" Votes		Total Votes	
No. of Shares	Percentage %	No. of Shares	Percentage %	No. of Shares	Percentage %
28,884,319	99.82	51,600	0.18	28,935,919	100

**Ordinary Resolution 2 is carried.**



# Ordinary Business

## Ordinary Resolution 3

### To re-elect Mr Peter Sung as Director

Upon re-election as a Director of the Company, Mr Peter Sung will continue to serve as Chairman of the Board and Chairman of the Remuneration Committee and he will be considered an Independent Director of the Company.

### Poll Results

“For” Votes		“Against” Votes		Total Votes	
No. of Shares	Percentage %	No. of Shares	Percentage %	No. of Shares	Percentage %
28,890,819	99.84	45,100	0.16	28,935,919	100

**Ordinary Resolution 3 is carried.**



# Ordinary Business

## Ordinary Resolution 4

### To re-elect Mr Cheng Hong Kok as Director

Upon re-election as a Director of the Company, Mr Cheng Hong Kok will continue to serve as Chairman of the Audit and Risk Committee, Chairman of the Nominating Committee and a member of the Remuneration Committee and he will be considered an Independent Director of the Company.

### Poll Results

“For” Votes		“Against” Votes		Total Votes	
No. of Shares	Percentage %	No. of Shares	Percentage %	No. of Shares	Percentage %
28,890,819	99.84	45,100	0.16	28,935,919	100

**Ordinary Resolution 4 is carried.**



# Ordinary Business

## Ordinary Resolution 5

To re-appoint Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

### Poll Results

“For” Votes		“Against” Votes		Total Votes	
No. of Shares	Percentage %	No. of Shares	Percentage %	No. of Shares	Percentage %
28,890,819	99.84	45,100	0.16	28,935,919	100

Ordinary Resolution 5 is carried.





# Special Business

## Ordinary Resolution 6

Authority for Directors to issue and allot shares up to 10% of the Company's issued share capital pursuant to Section 161 of the Singapore Companies Act.

The 10% limit is lower than the prescribed limit allowed under the SGX Listing Rule 806(2).

## Poll Results

"For" Votes		"Against" Votes		Total Votes	
No. of Shares	Percentage %	No. of Shares	Percentage %	No. of Shares	Percentage %
28,884,319	99.82	51,600	0.18	28,935,919	100

Ordinary Resolution 6 is carried.



# Special Business

## Ordinary Resolution 7

To approve the renewal of shareholders' mandate for Interested Person Transactions.

Details of the mandate are set out in the Company's Letter to Shareholders dated 18 March 2020.

The controlling shareholder, Tuan Sing Holdings Limited, being an interested person, has abstained from voting in this transaction.

### Poll Results

"For" Votes		"Against" Votes		Total Votes	
No. of Shares	Percentage %	No. of Shares	Percentage %	No. of Shares	Percentage %
744,500	94.29	45,100	5.71	789,600	100

**Ordinary Resolution 7 is carried.**



# Questions and Answers

**Presented by**

**Mr Peter Sung**

**Chairman**



- **There is no question received from Shareholders.**
- **However, we will address some matters which may be of interest to Shareholders.**



## Q&A

- ❑ At the beginning of this year, the Company lost its Managing Director and Chief Executive Officer.
- ❑ In his place, the Company has appointed Mr William Liem as the Interim Executive Director. Mr William Liem has been a director of the Company and the executive director / chief executive officer of its major shareholder for several years. He has an intimate knowledge of the Company. He is accustomed to managing a diverse group of companies and would have no difficulty in helming this Company.
- ❑ Even so, the Company is sourcing for suitable persons to lead it and that is why Mr Liem is Executive Director ad interim.
- ❑ The Company has long been aware of the narrow focus of its activities and has been looking for new business opportunities.
- ❑ One such opportunity we have found is the Sanya Integrated Development project.
- ❑ The progress of the Sanya project has been satisfactory. However, the outbreak of the COVID-19 would have an impact on this business and we shall review progress when restrictions on business activities and travel ease.



**Thank You**