

11 April 2019

Dear Shareholder

We are pleased to enclose the following for the Company's upcoming Forty-Ninth Annual General Meeting to be held on 26 April 2019:

- Notice of Annual General Meeting (AGM)
- Proxy Form for AGM

Following the amendments to the SGX Listing Rules to allow listed companies to send shareholders documents (including circulars and annual reports) using electronic communications, and in line with the Company's sustainability strategy, we have discontinued the mailing of printed copies of the annual report to shareholders with effect from this year. You are now able to access the Company's annual report for the financial year ended 31 December 2018 (AR 2018) via our corporate website from the date of this letter.

The AR 2018 may be accessed as follows:

- Visit our at website at the URL <https://www.singapurafinance.com.sg>
- Click on "Investor Relations", "Announcement", "Annual Reports" and finally "Annual report 2018".

You will need an internet browser and PDF reader to view the AR 2018.

We are mindful that some shareholders may prefer to receive printed copies of our annual report. If you would like to receive a printed copy of the annual report, please complete the enclosed Request Form by ticking the appropriate boxes and return it to us by 18 April 2019. Your latest request will supersede any earlier requests received by us.

Yours faithfully  
FOR SINGAPURA FINANCE LTD

Ngiam May Ling  
Company Secretary

Enclosures

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Ninth Annual General Meeting of Singapura Finance Ltd (the “Company”) will be held at 391A Orchard Road, Tower A, #26-00, Ngee Ann City, Singapore 238873 on Friday, 26 April 2019 at 11.00 a.m. for the following purposes:

### AS ROUTINE BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2018 together with the Auditors’ Report.

**(Resolution 1)**

2. To declare a first and final dividend (one-tier tax-exempt) of 2 cents per share [FY2017: 2 cents per share] and a special (one-tier tax exempt) of 2 cents per share [FY2017: 1 cent per share] for the year ended 31 December 2018.

**(Resolution 2)**

3. To re-elect Mr Khoo Chi Siang Terence, who will cease to hold office pursuant to Article 103 of the Constitution of the Company and who, being eligible, offers himself for re-election, as a Director.

*Mr Khoo will, upon re-election, continue as a member of the Audit, Nominating, Remuneration and Risk Management Committees, and will be considered independent.*

**(Resolution 3)**

**[See Explanatory Note (i)]**

4. To re-elect the following Directors, who will retire by rotation pursuant to Article 97 of the Constitution of the Company and who, being eligible, offer themselves for re-election, as Directors:

Mr Phua Bah Lee

**(Resolution 4(a))**

*Mr Phua will, upon re-election, continue as Chairman of Remuneration Committee and as a member of the Audit and Nominating Committees, and will be considered independent.*

Mr Teoh Eng Hong

**(Resolution 4(b))**

*Mr Teoh will, upon re-election, continue as Chairman of Risk Management Committee and as a member of the Audit, Nominating, Remuneration and Executive Committees, and will be considered independent.*

Mdm Tan Hui Keng, Martha

**(Resolution 4(c))**

*Mdm Tan will, upon re-election, continue as Chairman of Audit Committee and as a member of the Nominating, Remuneration and Risk Management Committees, and will be considered independent.*

**[See Explanatory Note (ii)]**

5. To approve the payment of Directors’ fees of S\$470,000 for the year ended 31 December 2018 [FY2017: S\$440,000].

**(Resolution 5)**

6. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

**(Resolution 6)**

7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**(Resolution 7)**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolution which will be proposed as an Ordinary Resolution.

8. **Authority for Directors to issue shares and to make or grant convertible instruments**

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

- (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
- (b) any subsequent bonus issue, or consolidation or subdivision of shares

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

**[See Explanatory Note (iii)]**

**(Resolution 8)**

By Order of the Board  
Ngiam May Ling  
Company Secretary

Singapore  
11 April 2019

## **Notice of Books Closure and Dividend Payment Date**

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on Monday, 6 May 2019 for the purpose of determining shareholders' entitlements to the proposed dividend.

Duly completed and stamped transfers in respect of ordinary shares of the Company received by the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902, up to 5.00 p.m. on Friday, 3 May 2019 will be registered before shareholders' entitlements to the proposed dividend are determined.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 p.m. on Friday, 3 May 2019 will rank for the proposed dividend.

Payment of the dividend, if approved by shareholders at the Annual General Meeting, will be paid on Friday, 10 May 2019.

### **Explanatory Notes:**

- (i) Ordinary Resolution 3 is for the re-election of Mr Khoo Chi Siang Terence, who joined the Board on 2 July 2018. For more information on Mr Khoo, please refer to the sections entitled "Board of Directors" and "Additional information on Directors seeking re-appointment" in the Annual Report 2018.
- (ii) Ordinary Resolutions 4(a), 4(b) and 4(c) are for the re-election of Mr Phua Bah Lee, Mr Teoh Eng Hong and Mdm Tan Hui Keng, Martha, Directors of the Company who retire by rotation at the Annual General Meeting. For more information on Mr Phua, Mr Teoh and Mdm Tan, please refer to the sections entitled "Board of Directors" and "Additional information on Directors seeking re-appointment" in the Annual Report 2018.
- (iii) Ordinary Resolution 8 is to empower the Directors, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, or the date such authority is varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, of which up to twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time that Ordinary Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. As at 11 April 2019, the Company did not have any treasury shares or subsidiary holdings.

### **Notes:**

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 150 Cecil Street #01-00, Singapore 069543 not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting.

### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) 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 proxies and representatives appointed 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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**SINGAPURA FINANCE LTD**

(Company Registration No. 196900340N)  
 (Incorporated in the Republic of Singapore)

**IMPORTANT:**

1. Relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 and set out under Note 2 below) may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy shares in Singapura Finance Ltd, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

**PROXY FORM**

(Please see notes overleaf before completing this Form)

\*I/We (Name), \_\_\_\_\_ (NRIC/Passport/UEN No.) \_\_\_\_\_

of (Address) \_\_\_\_\_

being \*a member/members of Singapura Finance Ltd (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

\*and/or

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Forty-Ninth Annual General Meeting (the "Meeting") as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the Meeting to be held at 391A Orchard Road, Tower A, #26-00, Ngee Ann City, Singapore 238873 on Friday, 26 April 2019 at 11.00 a.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion, as \*he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

No.	Resolutions relating to:	Number of Votes/ For <sup>(1)</sup>	Number of Votes/ Against <sup>(1)</sup>
<b>Routine Business</b>			
1	Adoption of Directors' Statement and Audited Financial Statements for the year ended 31 December 2018 together with the Auditors' Report		
2	Declaration of a first and final dividend (one-tier tax-exempt) of 2 cents per share and a special dividend (one-tier tax-exempt) of 2 cents per share for the year ended 31 December 2018		
3	Re-election of Mr Khoo Chi Siang, Terence as a Director of the Company		
4(a)	Re-election of Mr Phua Bah Lee as a Director of the Company		
4(b)	Re-election of Mr Teoh Eng Hong as a Director of the Company		
4(c)	Re-election of Mdm Tan Hui Keng, Martha as a Director of the Company		
5	Approval of Directors' fees of S\$470,000 for the year ended 31 December 2018		
6	Re-appointment of Messrs KPMG LLP as Auditors and authorisation for the Directors to fix their remuneration		
7	To transact any other ordinary business which may properly be transacted at an Annual General Meeting		
<b>Special Business</b>			
8	Authority to issue shares and to make or grant instruments convertible into shares		

(1) Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
 Signature of Member(s)  
 or, Common Seal of Corporate Member

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\* Delete where inapplicable



**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

1<sup>st</sup> fold here

---



Affix  
Postage  
Stamp

**The Company Secretary**  
c/o Singapore Finance Ltd  
150 Cecil Street #01-00  
Singapore 069543

2<sup>nd</sup> fold here

---

3. A proxy need not be a member of the Company.
4. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument appointing a proxy or proxies to the Meeting.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 150 Cecil Street #01-00, Singapore 069543 not less than 72 hours before the time appointed for the Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy or proxies, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 11 April 2019.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

# SINGAPURA FINANCE LTD

(Company Registration No. 196900340N)  
(Incorporated in the Republic of Singapore)

## REQUEST FORM

**TO: The Company Secretary  
c/o Singapura Finance Ltd  
150 Cecil Street #01-00  
Singapore 069543**

**NOTE: Please tick only one box. Incomplete or incorrectly completed forms will not be processed.**

<input type="checkbox"/>	Please send to me/us the Annual Report for financial year ended 31 December 2018 only.
<input type="checkbox"/>	Please do not send to me/us the Annual Report for as long as I am/we are shareholder(s) of Singapura Finance Ltd.
<input type="checkbox"/>	Please send to me/us the Annual Report for financial year ended 31 December 2018 and for as long as I am/we are shareholder(s) of Singapura Finance Ltd.
<input type="checkbox"/>	I/We wish to withdraw my/our election for hard copy Annual Report.

The shares are held by me/us under or through (please tick):

CDP Securities Account Number: 

1	6	8	1	-					-				
---	---	---	---	---	--	--	--	--	---	--	--	--	--

CPF Investment Scheme ("CPFIS") Account

Physical Scrips

Name(s) of shareholder(s): \_\_\_\_\_

NRIC/Passport/Company Registration Number(s): \_\_\_\_\_

Address: \_\_\_\_\_

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_

NB : By completing, signing and returning this Request Form, 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 authorized representative(s)), for the purpose of processing and effecting your request.



1<sup>st</sup> fold here

---



Affix  
Postage  
Stamp

**The Company Secretary**  
c/o Singapura Finance Ltd  
150 Cecil Street #01-00  
Singapore 069543

2<sup>nd</sup> fold here

---