

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL
SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN**

FORM

3

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

Singapore Airlines Limited

2. Type of Listed Issuer:

☒ Company/Corporation

☐ Registered/Recognised Business Trust

☐ Real Estate Investment Trust

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

☐ No *(Please proceed to complete Part II)*

☒ Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

09-Jun-2020

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder **A** 

1. Name of Substantial Shareholder/Unitholder:

Napier Investments Pte. Ltd.

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☒ Becoming a Substantial Shareholder/Unitholder

☐ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

08-Jun-2020

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

08-Jun-2020

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares/  :	0	0	0
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	985,959,900	0	985,959,900
As a percentage of total no. of voting shares/  :	33.27	0	33.27

8. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

N.A.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

(i) Napier Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.
(ii) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Shareholding percentage after the change in interest is computed based on the total number of 2,962,820,810 issued Shares.

In this notice, figures are rounded down to the nearest 0.01% or 0.001%, as the case may be, and any discrepancies in aggregated figures are due to rounding.

Substantial Shareholder/Unitholder B

1. Name of Substantial Shareholder/Unitholder:

Tembusu Capital Pte. Ltd. ("Tembusu")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☒ Becoming a Substantial Shareholder/Unitholder

- ☐ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
- ☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

08-Jun-2020

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest ⓘ (if different from item 4 above, please specify the date):

08-Jun-2020

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	795,000	795,000
As a percentage of total no. of voting shares/units ⓘ:	0	0.06	0.06
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	986,754,900	986,754,900
As a percentage of total no. of voting shares/units ⓘ:	0	33.3	33.3

8. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

On 26 March 2020, Singapore Airlines Limited (the "Company") announced a proposed renounceable rights issue (the "Rights Issue") of, inter alia, up to 1,777,692,486* new ordinary shares ("Rights Shares") in the capital of the Company, at an issue price of S\$3.00 for each Rights Share on the basis of three Rights Shares for every two existing ordinary shares ("Shares") in the capital of the Company. Tembusu Capital Pte. Ltd. ("Tembusu"), a wholly-owned subsidiary of Temasek Holdings (Private) Limited ("Temasek") provided an undertaking (the "Undertaking") to the Company to, inter alia, subscribe for or procure the subscription of Temasek's pro rata entitlement to the Rights Shares and any unsubscribed Rights Shares remaining after the fulfillment of valid applications by other shareholders of the Company ("Shareholders") for the same under the terms of the Rights Issue.

Pursuant to the Undertaking, Tembusu procured its wholly-owned subsidiary, Napier Investments Pte. Ltd. ("Napier") to subscribe for Temasek's pro rata entitlement to 985,959,900 Rights Shares. The Rights Issue closed on 28 May 2020. On 2 June 2020, the Company announced that the Rights Issue of Rights Shares was fully subscribed. The Rights Shares were issued to Shareholders on 8 June 2020.

Tembusu holds 100% of the equity interest in Napier and is therefore deemed to have an interest in 985,959,900 Shares held by Napier by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore.

Tembusu is also deemed to have an interest in a further 795,000 Shares that SeaTown Holdings Pte. Ltd. ("SeaTown") has an interest. SeaTown is a subsidiary of Tembusu. A subsidiary of SeaTown manages an investment fund which is another indirect subsidiary of Temasek, which fund holds the 795,000 Shares. SeaTown is an independently-managed Temasek portfolio company. Tembusu is not involved in SeaTown's business or operating decisions, including those regarding its position in Shares.

*Footnote: The 26 March 2020 announcement by the Company had initially stated that the Rights Issue was for up to 1,777,692,487 Rights Shares. That number was updated to 1,777,692,486 Rights Shares in subsequent announcements on the Rights Issue by the Company.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

- (i) Napier Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.
(ii) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Shareholding percentage before the change in interest is computed based on the total number of

1,185,128,324 issued Shares.

Shareholding percentage after the change in interest is computed based on the total number of 2,962,820,810 issued Shares.

In this notice, figures are rounded down to the nearest 0.01% or 0.001%, as the case may be, and any discrepancies in aggregated figures are due to rounding.

Substantial Shareholder/Unitholder C

1. Name of Substantial Shareholder/Unitholder:

Temasek Holdings (Private) Limited ("Temasek")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☒ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

08-Jun-2020

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

08-Jun-2020

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

Temasek has deemed and direct interests in Shares. Temasek is deemed interested in Shares through Napier, DBS Group Holdings Ltd ("DBSH"), SeaTown and Fullerton Fund Management Company Ltd ("Fullerton"). DBSH, SeaTown and Fullerton are independently managed Temasek portfolio companies. Temasek is not involved in their businesses or operating decisions, including those regarding their positions in the Shares.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	657,306,600	4,461,221	661,767,821
As a percentage of total no. of voting shares/  :	55.46	0.37	55.83
Immediately after the transaction	Direct Interest	Deemed Interest	Total

No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	657,306,600	994,679,097	1,651,985,697
As a percentage of total no. of voting shares/units:	22.18	33.57	55.75

8. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Temasek has direct and deemed interests in Shares.

There is no change to the percentage level of Temasek's aggregate interest in Shares. However, Temasek is filing this notification form to disclose a change in its aggregate interest in Shares from 55.83% to 55.75%, due to the subscription of 985,959,900 Rights Shares by Napier (as described in paragraph 8 of the notice by Substantial Shareholder B in Part III above).

Temasek has a direct interest of 22.185% and a deemed interest of 33.572% as follows:

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| (A) Temasek's direct interest | 22.185% |
| (B) Temasek's deemed interest through Napier | 33.277% |
| (i) Napier holds 33.277% of Shares. | |
| (ii) Napier is a wholly owned subsidiary of Tembusu. | |
| (iii) Tembusu is a wholly owned subsidiary of Temasek. | |
| (C) Temasek's deemed interest through DBSH* | 0.036% |
| (i) DBS Bank Ltd. ("DBS Bank") has an interest in 0.036% of Shares. | |
| (ii) DBS Bank is a subsidiary of DBSH. | |
| (iii) Temasek has a more than 20% interest in DBSH. | |
| (D) Temasek's deemed interest through SeaTown | 0.026% |
| (i) SeaTown is an indirect subsidiary of Temasek. | |
| (ii) A subsidiary of SeaTown manages an investment fund which is another indirect subsidiary of Temasek, which fund holds 0.026% of Units. | |
| (E) Temasek's deemed interest through Fullerton** | 0.231% |
| (i) Fullerton has an interest in 0.231% of Shares as investment manager for various funds, including funds through which Temasek through a subsidiary has an interest. | |
| (ii) Fullerton is an indirect subsidiary of Temasek. | |

Total interest of Temasek	55.75%
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DBSH, SeaTown and Fullerton are independently managed Temasek portfolio companies. Temasek is not involved in their business or operating decisions, including those regarding their positions in the Shares.

*Footnote: DBSH has been allocated 824,649 Shares in the Rights Issue.

**Footnote: Fullerton has been allocated 3,433,327 Shares in the Rights Issue.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

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| <p>(i) Napier Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.</p> <p>(ii) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited</p> |
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10. Attachments (if any):



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Shareholding percentage before the change in interest is computed based on the total number of 1,185,128,324 issued Shares.

Shareholding percentage after the change in interest is computed based on the total number of 2,962,820,810 issued Shares.

In this notice, figures are rounded down to the nearest 0.01% or 0.001%, as the case may be, and any discrepancies in aggregated figures are due to rounding.

Part IV - Transaction details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- ☒ Voting shares/units
☐ Rights/Options/Warrants over voting shares/units
☐ Convertible debentures over voting shares/units (*conversion price known*)
☐ Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

Please refer to paragraph 8 of the notice by Substantial Shareholder B in Part III above.

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

Please refer to paragraph 8 of the notice by Substantial Shareholder B in Part III above.

4. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- ☐ Securities via market transaction
☐ Securities via off-market transaction (*e.g. married deals*)
☐ Securities via physical settlement of derivatives or other securities
☐ Securities pursuant to rights issue
☐ Securities via a placement
☐ Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- ☐ Securities via market transaction
☐ Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- ☐ Acceptance of take-over offer for the Listed Issuer
☐ Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

- ☒ Others (*please specify*):

Please refer to paragraph 8 of the notice by Substantial Shareholder B in Part III above.

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Chua Tse-Ling / Zahedah Abdul Rashid

(b) Designation (if applicable):

(c) Name of entity (if applicable):

Temasek Holdings (Private) Limited

Transaction Reference Number (auto-generated):

9	5	6	7	3	7	3	4	9	6	5	4	6	4	3
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