

31 March 2022

Dear Shareholder

We are pleased to enclose the Notice and Proxy Form for the Company's upcoming Fifty-Second Annual General Meeting ("AGM") which will be convened and held by way of electronic means on Friday, 22 April 2022 at 11.00 a.m.

Please refer to our Announcement dated 31 March 2022 titled "Annual General Meeting to be held on 22 April 2022" which details the alternative arrangements relating to, among others, attendance, submission of questions in advance and voting by proxy at the AGM which has been uploaded together with the Notice of AGM on SGXNet on the same day. This announcement may also be accessed at the Company's website at the URL https://www.singapurafinance.com.sg/investor.php.

We have, on the date of this letter, also published our annual report for the financial year ended 31 December 2021 (AR2021) which may be accessed on SGXNet and the Company's website as follows:

- Visit our website at the URL https://www.singapurafinance.com.sg
- Click on "Investor Relations", "Announcement", "Annual Reports" and finally "Annual report 2021".

You will need an internet browser and PDF reader to view the AR2021.

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 12 April 2022. Your latest request will supersede any earlier requests received by us.

Thank you.

Yours faithfully

For and on behalf of SINGAPURA FINANCE LTD

Tan Wee Sin Company Secretary

Enclosures:

- 1. Notice of AGM
- 2. Proxy Form
- 3. Request Form



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Second Annual General Meeting of Singapura Finance Ltd (the "Company") will be convened and held by way of electronic means on Friday, 22 April 2022 at 11.00 a.m. to transact the following business as set out below.

This Notice has been made available on SGXNet and the Company's website and may be accessed at the URL https://www.singapurafinance.com.sg/investor.php.

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 2021 together with the Auditors' Report.

(Resolution 1)

2. To declare a first and final dividend (one-tier tax-exempt) of 2.0 cents per share and a special dividend (one-tier tax-exempt) of 2.0 cents per share for the year ended 31 December 2021. [FY2020: First and final dividend (one-tier tax-exempt) of 1.5 cents per share and no special dividend.]

(Resolution 2)

3. To re-elect the following Directors, who will retire by rotation pursuant to Article 97 of the Constitution of the Company and who will subject themselves for re-election at least once every three years pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and who, being eligible, offer themselves for re-election, as Directors:

[See Explanatory Note (i)]

(a) Mr Teoh Eng Hong

(Resolution 3(a))

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

(b) Mdm Tan Hui Keng Martha

(Resolution 3(b))

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

(c) Mr Adam Tan Chin Han

(Resolution 3(c))

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

4. To approve the payment of Directors' fees of S\$540,000 for the year ended 31 December 2021 [FY2020: S\$540,000].

(Resolution 4)

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

(Resolution 5)

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

(Resolution 6)

AS SPECIAL BUSINESS

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

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

[See Explanatory Note (ii)]

That pursuant to Section 161 of the Companies Act 1967 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;
 - (b) new shares arising from the exercise of share option or vesting of share awards; and
 - (c) 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.

Adjustments in accordance with sub-paragraph (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

(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.

(Resolution 7)

By Order of the Board

Tan Wee Sin Company Secretary

Singapore 31 March 2022

Notice of Record and Payment Date for Proposed Dividends (as defined below)

NOTICE IS ALSO HEREBY GIVEN that the Register of Members and Register of Share Transfers of the Company will be closed on Friday, 29 April 2022 for the purpose of determining shareholders' entitlements to the proposed first and final dividend (one-tier tax-exempt) of 2.0 cents per share and a special dividend (one-tier tax-exempt) of 2.0 cents per share for the year ended 31 December 2021 (the "**Proposed Dividends**").

Duly completed registrable transfers and the relevant share certificates in respect of Shares 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 Thursday, 28 April 2022 will be registered to determine shareholders' entitlements to the Proposed Dividends.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on Thursday, 28 April 2022 will be entitled to the Proposed Dividends.

Payment of the Proposed Dividends, if approved by shareholders at the Annual General Meeting, will be made on Monday, 9 May 2022.

Explanatory Notes:

- (i) Ordinary Resolutions 3(a), 3(b) and 3(c) are for the re-election of Mr Teoh Eng Hong, Mdm Tan Hui Keng, Martha and Mr Adam Tan Chin Han, Directors of the Company who retire by rotation at the Annual General Meeting. For more information on these Directors, please refer to the sections entitled "Board of Directors" and "Additional information on Directors seeking re-election" in the Annual Report 2021.
- (ii) Ordinary Resolution 7 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 7 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, and (b) any subsequent bonus issue or consolidation or subdivision of shares. These adjustments are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution. As at the date of this Notice, the Company did not have any treasury shares or subsidiary holdings.

Notes:

- 1. The Annual General Meeting ("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. The Notice of AGM will be sent to members by electronic means via publication on the Company's website at the URL https://www.singapurafinance.com.sg/investor.php and on the SGXNet. For convenience, printed copies of the Notice of AGM will also be sent by post to members.
- 2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and voting by proxy at the AGM are set out in the Company's announcement dated 31 March 2022 entitled "Annual General Meeting to be held on 22 April 2022" which has been uploaded together with this Notice of AGM on SGXNet on the same day. This announcement may also be accessed at the Company's website at the URL https://www.singapurafinance.com.sg/investor.php.

In particular, the AGM will be held by electronic means and a member will be able to watch the proceedings of the AGM through a "live" webcast through his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, a member who wishes to watch the "live" webcast or listen to the "live" audio feed must preregister by 11.00 a.m. 19 April 2022, at the URL https://www.singapurafinance.com.sg/agm2021.php. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 11.00 a.m. 21 April 2022. Members who have received the email instructions must not forward the email instructions to other persons who are not members or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the "live" webcast or the "live" audio feed.

A member may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 5.00 p.m. 8 April 2022:

- (a) via the pre-registration website at the URL https://www.singapurafinance.com.sg/agm2021.php;
- (b) in hard copy by sending personally or by post and lodging the same at the registered office of the Company at 150 Cecil Street #01-00, Singapore 069543; or
- (c) by email to <u>investors.relations@singapurafinance.com.sg.</u>

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS/scrip-based share records;
- (b) the member's NRIC/Passport/UEN Number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member hold his/her/its shares in the Company (e.g. via CDP, CPF or SRS) records.

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions before the AGM via the Company's website at the URL https://www.singapurafinance.com.sg/investor.php and on the SGXNet after the market close on 14 April 2022.

Please note that members will not be able to ask questions at the AGM "live" during the webcast and the audio feed and therefore it is important for members to submit their questions in advance of the AGM.

3. Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/ her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL https://www.singapurafinance.com.sg/agm2021.php, and will also be made available on the SGXNet.

Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.00 a.m. on 11 April 2022.

- 4. The Chairman of the AGM, as proxy, need not be a member of the Company.
- 5. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be deposited at the registered office of the Company at 150 Cecil Street #01-00, Singapore 069543; or
 - (b) if submitted electronically, be submitted via email to the Company at investors.relations@singapurafinance.com.sg,

in either case, by not later than 11.00 a.m. on 19 April 2022, being not less than 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, 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

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Annual Report 2021 may be accessed at the Company's website at the URL https://www.singapurafinance.com.sg/investor.php and on the SGXNet.

Personal data privacy:

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM 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 AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

SINGAPURA FINANCE LTD

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

PROXY FORM

This proxy form has been made available on the Company's website at the URL https://www.singapurafinance.com.sg/agm2021.php and on the SGXNet.

IMPORTANT: Please read the notes overleaf before completing this form.

IMPORTANT:

- 1. The Annual General Meeting ("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. The Notice of AGM will be sent to members by electronic means via publication on the Company's website at the URL https://www.singapurafinance.com.sg/investor.php and on the SGXNet. For convenience, printed copies of the Notice of AGM will also be sent by post to members.
- 2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and voting by proxy at the AGM are set out in the Company's announcement dated 31 March 2022 titled "Annual General Meeting to be held on 22 April 2022" which has been uploaded together with the Notice of AGM on SGXNet on the same day. This announcement may also be accessed at the Company's website at the URL https://www.singapurafinance.com.sg/investor.php.
- 3. Due to the current Covid-19 situation in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
- 4. This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used CPF/SRS Investors who hold ordinary shares through their CPF/SRS funds. CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.00 a.m. on 11 April 2022.

*I/We (Name),	(NRIC/Passport/UEN No.)
, ,	
of (Address)	
being *a member/members of Singapura Finance Ltd (the General Meeting (" AGM ") as *my/our proxy to attend, speak,	

being *a member/members of Singapura Finance Ltd (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting ("**AGM**") as *my/our proxy to attend, speak, vote or abstain from voting for *me/us on *my/our behalf at the AGM to be convened and held by way of electronic means on Friday 22 April 2022 at 11.00 a.m. and at any adjournment thereof. *I/We direct my/our proxy to vote for, against and/or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder.

No.	Resolutions relating to:	Number of Votes / For ⁽¹⁾	Number of Votes / Against ⁽¹⁾	Number of Votes / Abstain ⁽¹⁾
Routi	ne Business			
1	Adoption of Directors' Statement and Audited Financial Statements for the year ended 31 December 2021 together with the Auditors' Report			
2	Declaration of a first and final dividend (one-tier tax-exempt) of 2.0 cents per share and a special dividend (one-tier tax-exempt) of 2.0 cents per share for the year ended 31 December 2021			
3	Re-election of the following Directors retiring under article 97:			
3(a)	Mr Teoh Eng Hong			
3(b)	Mdm Tan Hui Keng, Martha			
3(c)	Mr Adam Tan Chin Han			
4	Approval of Directors' fees of \$540,000 for the year ended 31 December 2021			
5	Re-appointment of Messrs KPMG LLP as Auditor and authorisation for the Directors to fix their remuneration			
6	To transact any other ordinary business which may properly be transacted at an Annual General Meeting			
Speci	al Business			
7	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" the relevant resolution or to abstain from voting on the
(1)	
	resolution in respect of all your votes, please tick (v) within the relevant box provided. Alternatively, if you wish to exercise some and not all your
	votes "For" and/or "Against" the relevant resolution and/or to abstain from voting in respect of the resolution, please indicate the number of votes
	in the boxes provided. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as
	your proxy for that resolution will be treated as invalid.

Dated	this	day of	† :	2	J	2	2	2
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Total number of Shares in:	No of Shares
(a) CDP Register	
(b) Register of Members	



Notes:

- 1. A member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
- 2. The Chairman of the AGM, as proxy, need not be a member of the Company.
- 3. 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 the Chairman of the AGM as proxy or proxies shall be deemed to relate to all the shares held by you.
- 4. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be deposited at the registered office of the Company at 150 Cecil Street #01-00, Singapore 069543; or
 - (b) if submitted electronically, be submitted via email to the Company at investors.relations@singapurafinance.com.sg,

in either case, not later than 11.00 a.m. on 19 April 2022, being not less than 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, 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.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

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PROXY FORM FOR AGM

Affix Postage Stamp

The Company Secretary

c/o Singapura Finance Ltd 150 Cecil Street #01-00 Singapore 069543

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- 5. The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of a director or an officer or attorney duly authorised.
- 6. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.00 a.m. on 11 April 2022.
- 7. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy 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 the Chairman of the AGM 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 any instrument appointing the Chairman of the AGM as proxy 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 AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 31 March 2022.

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.

Please send to me/us the Annual Report for financial year ended 31 December 2021 only.
Please do not send to me/us the Annual Report for as long as I am/we are shareholder(s) of Singapura Finance Ltd.
Please send to me/us the Annual Report for financial year ended 31 December 2021 and for as long as I am/we are shareholder(s) of Singapura Finance Ltd.
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):
Address:
Email (Optional):
Sign at use (a)

NB: By completing, signing and returning this Request Form, you agree and acknowledge that we and/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.





Affix Postage Stamp

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

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