

28 March 2023

Dear Shareholder,

We are pleased to enclose the Notice and Proxy Form for the Company's upcoming Fifty-Third Annual General Meeting ("**AGM**") which will be convened and held at 391A Orchard Road, Tower A, #26-00, Ngee Ann City, Singapore 238873 on Wednesday, 19 April 2023 at 11.00 a.m..

The Notice and Proxy Form may also be accessed at the Company's website at <https://www.singapurafinance.com.sg>.

We have also, on the date of this letter, published our annual report for the financial year ended 31 December 2022 (AR2022) which may be accessed on SGXNet and the Company's website as follows:

- Visit our at website at <https://www.singapurafinance.com.sg>
- Click on "Investor Relations", "Annual Reports" and finally "Annual report 2022".

You will need an internet browser and PDF reader to view the AR2022.

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 11 April 2023. Your latest request will supersede any earlier requests received by us.

Thank you.

Yours faithfully

For and on behalf of  
SINGAPURA FINANCE LTD

Sarah Zeng  
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-Third 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 Wednesday, 19 April 2023 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 at: <https://www.singapurafinance.com.sg>.

### 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 2022 together with the Auditors’ Report thereon.

**(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 1.25 cents per share for the year ended 31 December 2022. [FY2021: 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.]

**(Resolution 2)**

3. To re-elect the following Directors, who will retire by rotation pursuant to Article 97 of the Company’s Constitution 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 Teo Chiang Long**

**(Resolution 3(a))**

*Mr Teo Chiang Long will, upon re-election as a Director of the Company, continue as Executive Chairman of the Board and as a member of the Executive Committee.*

**(b) Mr William Ho Ah Seng**

**(Resolution 3(b))**

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

**(c) Mr Terence Khoo Chi Siang**

**(Resolution 3(c))**

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

4. To approve the payment of Directors’ fees of S\$480,000 for the year ended 31 December 2022 [FY2021: S\$540,000].

*[See Explanatory Note (ii)]*

**(Resolution 4)**

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

**(Resolution 5)**

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

## AS SPECIAL BUSINESS

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

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

*[See Explanatory Note (iii)]*

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) allot and 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, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; 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 6)**

By Order of the Board

Sarah Zeng  
Company Secretary

Singapore  
28 March 2023

**Notice of Record and Payment Dates 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 Thursday, 27 April 2023 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 1.25 cents per share for the year ended 31 December 2022 (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 Wednesday, 26 April 2023 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 Wednesday, 26 April 2023 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 Thursday, 4 May 2023.

**Explanatory Notes:**

- (i) Ordinary Resolutions 3(a), 3(b) and 3(c) are for the re-election of Mr Teo Chiang Long, Mr William Ho Ah Seng and Mr Terence Khoo Chi Siang, as Directors of the Company who retire by rotation at the Annual General Meeting. For information on these Directors required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, please refer to the sections entitled "Board of Directors" and "Additional information on Directors seeking re-election" in the Annual Report 2022.
- (ii) The reduction of Directors' fees under Ordinary Resolution 4 is due to reduction of one Board member.
- (iii) Ordinary Resolution 6 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 6 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. (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 (“**AGM**”). 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 AGM, 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 of Singapore, 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 of Singapore, and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
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 or sent by email to [investors.relations@singapurafinance.com.sg](mailto:investors.relations@singapurafinance.com.sg) by 11.00 a.m. on 16 April 2023, being not less than seventy-two (72) hours before the time appointed for holding the AGM.
  4. A member may also submit questions related to the resolutions to be tabled for approval at the AGM by:
    - (a) sending hard copy personally or by post and lodging the same at the registered office of the Company at 150 Cecil Street #01-00, Singapore 069543; or
    - (b) email to [investors.relations@singapurafinance.com.sg](mailto:investors.relations@singapurafinance.com.sg).

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 endeavour to address substantial and relevant questions relating to the resolutions either before or during the AGM.

5. The Annual Report 2022 may be accessed at the Company’s website at the URL [https://www.singapurafinance.com.sg/investors\\_annual\\_report.php](https://www.singapurafinance.com.sg/investors_annual_report.php) and on the SGXNet.
6. Minutes of the AGM will be posted on SGXNet and the Company’s corporate website within one month from the date of the AGM.

**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)

## PROXY FORM

### IMPORTANT:

Please read the notes overleaf before completing this form.

### IMPORTANT:

1. Relevant intermediaries (as defined in Section 181 of the Companies Act 1967 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.

This proxy form has been made available on the Company's website at [https://www.singapurafinance.com.sg/investors\\_agm.php](https://www.singapurafinance.com.sg/investors_agm.php) and on the SGXNet.

\*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 Annual General Meeting (the "**AGM**") as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the AGM to be held at 391A Orchard Road, Tower A, #26-00, Ngee Ann City, Singapore 238873 on Wednesday, 19 April 2023 at 11.00 a.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for, against and/or abstain from voting on the Resolutions to be proposed at the AGM 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 AGM and at any adjournment thereof.

No.	Resolutions relating to:	Number of Votes / For <sup>(1)</sup>	Number of Votes / Against <sup>(1)</sup>	Number of Votes / Abstain <sup>(1)</sup>
<b>Routine Business</b>				
1	Adoption of Directors' Statement and Audited Financial Statements for the year ended 31 December 2022 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 1.25 cents per share for the year ended 31 December 2022			
3	Re-election of the following Directors retiring under article 97:			
3(a)	Mr Teo Chiang Long			
3(b)	Mr William Ho Ah Seng			
3(c)	Mr Terence Khoo Chi Siang			
4	Approval of Directors' fees of \$480,000 for the year ended 31 December 2022			
5	Re-appointment of KPMG LLP as Auditor and authorisation for the Directors to fix their remuneration			
<b>Special Business</b>				
6	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 resolution in respect of all your votes, please tick (✓) 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.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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

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

\*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 Annual General Meeting ("**AGM**"). 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 AGM, 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 of Singapore, 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 of Singapore, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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**PROXY FORM FOR AGM**

Affix  
Postage  
Stamp

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

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3. A proxy need not be a member of the Company.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending 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 of proxy 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 or sent by email to [investors.relations@singapurafinance.com.sg](mailto:investors.relations@singapurafinance.com.sg) by 11.00 a.m. on 16 April 2023, being not less than seventy-two (72) hours before the time appointed for holding the AGM.
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 be lodged with the instrument.
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 1967 of Singapore.

**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 28 March 2023.

**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. 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 2022 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 2022 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	-															
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CPF Investment Scheme ("CPFIS") Account

Physical Scrips

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

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

Email (Optional): \_\_\_\_\_

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.



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Affix  
Postage  
Stamp

**The Company Secretary**

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

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