

**SING INVESTMENTS & FINANCE LIMITED**

Incorporated in the Republic of Singapore

Co. Reg. No. 196400348D

NOTICE OF ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sing Investments & Finance Limited will be held at Singapore Chinese Chamber of Commerce & Industry, 47 Hill Street, 2nd Floor Exhibition Room Singapore 179365, on Tuesday, 22nd April 2014 at 3.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Directors' Report and Accounts for the year ended 31st December 2013 together with the Auditors' Report thereon. (Resolution 1)
2. To approve the payment of \$525,000 as Directors' Fees for the year ended 31st December 2013. (2012: \$475,000). (Resolution 2)
3. To declare a first and final dividend of 5 cents per ordinary share (tax exempt) for the financial year ended 31st December 2013. (Resolution 3)
4. To re-elect Mr Lee Sze Siang as Director, who retires pursuant to Article 109 of the Articles of Association of the Company. (Resolution 4)
5. To re-elect Mr Lim Poh Suan as Director, who retires pursuant to Article 109 of the Articles of Association of the Company. (Resolution 5)
6. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company for the next financial year and to authorise the Directors to fix their remuneration. (Resolution 6)
7. To transact any other business of an Annual General Meeting.

AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:-
 - "That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to:
 - (a) (i) allot and issue shares in 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 to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion consider fit; and
 - (b) for the avoidance of doubt, 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 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) does not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 (excluding treasury shares) in the capital of the Company at the time this resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of shares
 - (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in general meeting) this authority 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."

BY ORDER OF THE BOARD

Chan Kum Kit
Tan Mui Sang
Company Secretaries
Singapore, 1 April 2014

Notes:

- (1) A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 96 Robinson Road #01-01 SIF Building, Singapore 068899 not less than 48 hours before the time for holding the Meeting.
- (2) Mr Lee Sze Siang, will upon re-election under item 4 above, continue to serve as a member of the Loan Committee and as a Member of the Risk Management Committee. Mr Lee Sze Siang is the Deputy Managing Director of the Company.
- (3) Mr Lim Poh Suan, an Independent and Non-Executive Director, will upon re-election under item 5 above, continue to serve as a Member of the Audit Committee and the Chairman of the Remuneration Committee.
- (4) The ordinary resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company for the time being for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the Company's total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for (a) new shares arising from the conversion of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that the resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.