

SINGAPURA FINANCE LTD

(Incorporated in the Republic of Singapore on 10 June 1969)
(Company Registration No. 196900340N)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY-FIFTH ANNUAL GENERAL MEETING of Singapura Finance Ltd will be held at 391A Orchard Road, Tower A, #26-00, Ngee Ann City, Singapore 238873, on Friday, 31 October 2014 at 11.00 a.m. for the purpose of transacting the following business:

As Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2014 and the Directors' Report and the Auditors' Report thereon.
- To declare a first & final dividend (one-tier tax-exempt) of 5 cents per share, for the financial year ended 30 June 2014.
- To approve Directors' fees of \$380,000/- for the financial year ended 30 June 2014. [2013: \$287,000/-]
- To re-appoint the following Directors:
 - Mr Teo Chiang Long, who will retire under Section 153(6) of the Companies Act, Chapter 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
Mr Teo Chiang Long will, upon re-appointment, continue as Executive Chairman of the Board of Directors and a member of the Executive Committee.
 - Mr Phua Bah Lee, who will retire under Section 153(6) of the Companies Act, Chapter 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
Mr Phua Bah Lee will, upon re-appointment, continue as Lead Independent Director, Chairman of the Remuneration Committee and member of the Audit and Executive Committees, and is considered to be an Independent Director.
 - Mr Teoh Eng Hong, who will retire under Section 153(6) of the Companies Act, Chapter 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
Mr Teoh Eng Hong will, upon re-appointment, continue as Chairman of the Risk Management Committee and member of the Audit, Nominating, Remuneration and Executive Committees, and is considered to be an Independent Director.
 - Mr William Ho Ah Seng, who will retire under Section 153(6) of the Companies Act, Chapter 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
Mr William Ho Ah Seng will, upon re-appointment, continue as a member of the Risk Management Committee, and is considered to be an Independent Director.
- To re-elect the following Directors:
 - Mrs Yu-Foo Yee Shoon, a Director who will retire by rotation pursuant to Article 85 of the Articles of Association of the Company and who, being eligible, offers herself for re-election.
Mrs Yu-Foo Yee Shoon will, when re-elected, continue as Chairman of the Nominating Committee and member of the Audit and Remuneration Committees, and is considered to be an Independent Director.
 - Mdm Tan Hui Keng, Martha, a Director who will retire by rotation pursuant to Article 85 of the Articles of Association of the Company and who, being eligible, offers herself for re-election.
Mdm Tan Hui Keng, Martha will, when re-elected, continue as Chairman of the Audit Committee and member of the Nominating, Remuneration and Risk Management Committees, and is considered to be an Independent Director.
- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business

- To consider and, if thought fit, to pass with or without modifications, the following resolution which will be proposed as Ordinary Resolution:
"That authority be and is hereby given to the Directors of the Company to:
 - issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - 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 may in their absolute discretion deem fit; and
 - 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 while this Resolution was in force,provided that:
 - 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 per cent of the total number of issued shares in the capital of the Company excluding treasury shares (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 20 per cent of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited ("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 in the capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - 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
 - any subsequent bonus issue or consolidation or subdivision of shares;
 - 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 Articles of Association for the time being of the Company; and
 - (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."

Any Other Business

- To transact any other business which may properly be transacted at an Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Nguy Jootian
Company Secretary
Singapore
16 October 2014

Notice of Books Closure and Dividend Payment Date

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of the Company's Share will be closed on Tuesday, 11 November 2014 for the preparation of dividend warrants. Duly completed transfers received by the Company's Registrar, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902, up to 5.00 p.m. on Monday, 10 November 2014 will be registered before entitlements to the proposed dividend are determined. Payment of the dividend, if approved by shareholders at the Annual General Meeting, will be paid on Wednesday, 19 November 2014.

BY ORDER OF THE BOARD

Nguy Jootian
Company Secretary
Singapore
16 October 2014

Notes:-

- A Shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- The instrument appointing a proxy must be lodged at the registered office of the Company at 150 Cecil Street #01-00, Singapore 069543 not less than 48 hours before the time appointed for the Annual General Meeting.

Effect of Special Business to be Transacted

Ordinary Resolution 7 is to empower the Directors to issue shares in the capital 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 50 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company with a sub-limit of 20 per cent for issues 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) in the capital 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 which are outstanding or subsisting at the time that Ordinary Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing 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), 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) 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.