

Corporate Governance

The Board of Directors of Boustead Projects Limited (“**Company**” and the Board of Directors of the Company to be known as, the “**Board**”) is committed to maintaining a high standard of corporate governance and transparency within the Company and its subsidiaries (“**Group**”) in line with the principles and provisions set out in the Code of Corporate Governance 2018 (“**Code**”). This establishes and maintains a legal and ethical environment in the Group to preserve the interests of all shareholders and stakeholders.

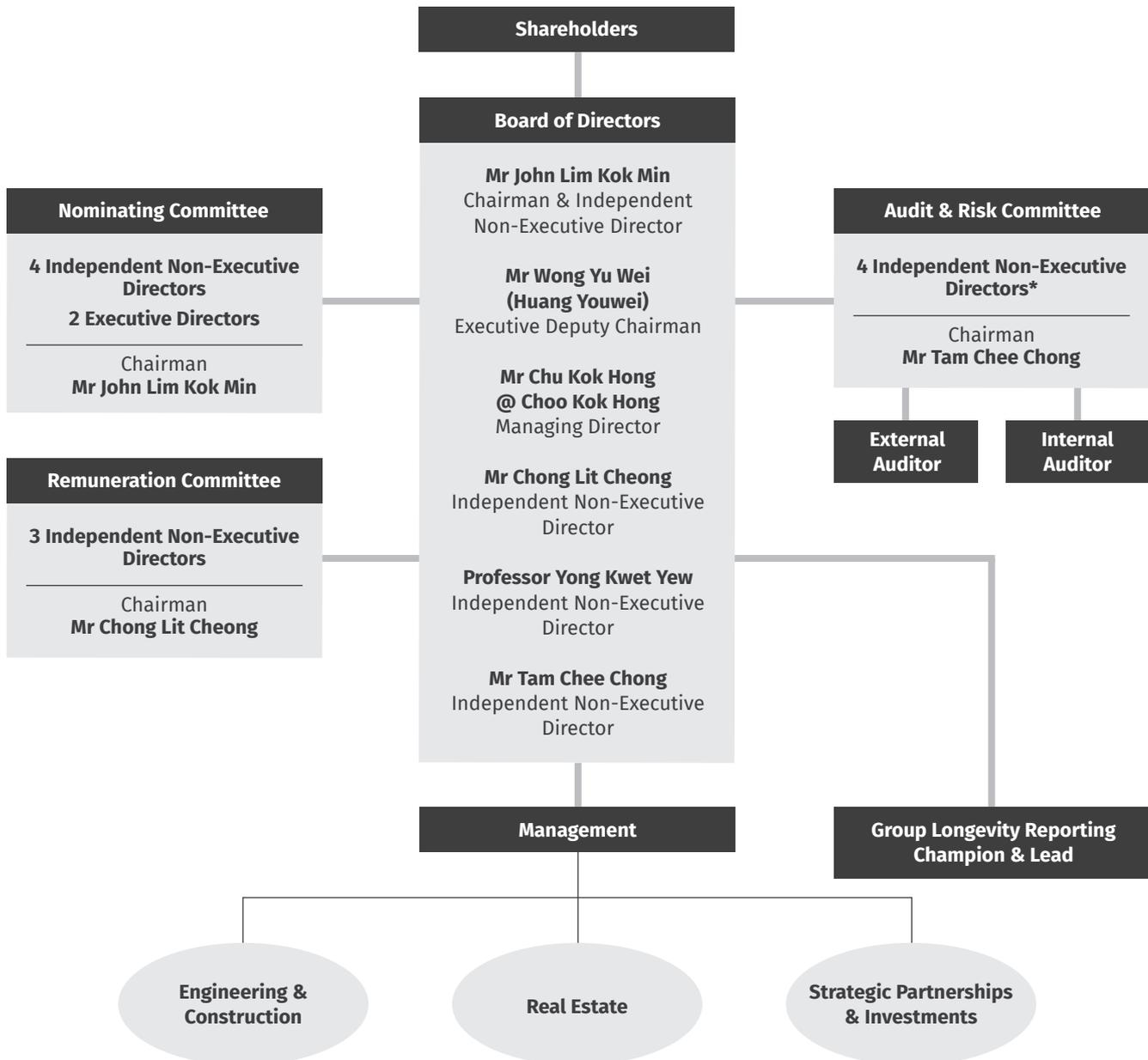
The Board is pleased to present this Corporate Governance Report (“**Report**”) which outlines the Company’s corporate governance practices for the financial year ended 31 March 2022 (“**FY2022**”) with specific reference made to the principles and provisions of the Code and accompanying Practice Guidance issued on 6 August 2018 and updated as of 1 July 2021 (“**Practice Guidance**”), which forms part of the Company’s continuing obligations under the Listing Manual of the Mainboard (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). This Report should be read as a whole as other sections of this Report may also have an impact on the specific disclosures made in this Report.

For FY2022, the Company has complied with the principles of the Code in all material respects and, where there are any variations from the provisions of the Code, appropriate explanation for such variation is provided together with details on how the practices which the Company has adopted are consistent with the intent of the relevant principle of the Code.

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GOVERNANCE FRAMEWORK

The Company's governance structure is as follows:



* The Audit & Risk Committee has increased from three members in FY2022 to four members following the appointment of Professor Yong Kwet Yew as a member of the Audit & Risk Committee with effect from 1 July 2022.

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BOARD MATTERS

The Board's Conduct of Affairs

Principle 1 - The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

Board Duties and Responsibilities

The Board has the primary responsibility for the overall leadership, control, management and long-term success of the Company. The Board provides guidance to and works with the management ("**Management**") to achieve the Company's objectives. The Board monitors Management's performance and Management is accountable to the Board for its performance.

The Board approves the Group's strategic plans, key business initiatives, major investments and funding decisions. Additionally, the Board has direct responsibility for decision-making in respect of various specific matters, including:

- approving corporate strategies and policies of the Group;
- approving the Group's annual operating and capital budgets;
- monitoring financial performance, including approving the release of financial results announcements;
- approving annual report and financial statements;
- convening shareholders' meeting(s);
- recommending dividend payments and other distributions to shareholders;
- overseeing the business affairs of the Company and monitoring the on-going performance of Management;
- approving material acquisitions and disposals of assets;
- setting the Company's core values and standards (including ethical standards), and ensuring that obligations to shareholders and other stakeholders are understood and duly met;
- setting the Group's approach on corporate governance and sustainability issues, such as economic, environmental and social issues, as part of its strategic formulation; and
- approving the Group's risk appetite and establishing and overseeing the processes of evaluating the adequacy of internal controls, risk management and financial reporting.

The Board sets the tone for the Group in respect of ethics, organisational culture and business conduct, and ensures proper accountability within the Group. The Board is strongly committed to high standards of integrity and ethical behaviour in conducting business. The Company has adopted a Code of Conduct which sets out the standards expected of the Company, Management and its employees on, among others, anti-bribery and anti-corruption, fair dealing and competition, proper use of corporate positions and resources, confidentiality and privacy obligations, insider trading and whistle-blowing. In addition, the Company has implemented a separate Anti-Bribery and Corruption Policy as well as Whistleblowing Policy, both of which are published on its corporate website. Please see the section on Principle 10 under "Audit & Risk Committee" for further details.

Under the Company's Code of Conduct, all directors are required to avoid any conflict of interest, conflict of duty or taking improper advantage of their position. Any conflict of interest or potential conflict of interest involving director(s) of the Company are dealt with by the Audit & Risk Committee, which comprises independent directors only. Independent directors of the Board also deal with any conflict of interest involving substantial shareholder(s) as well as such matters which require the decision and/or determination of the independent directors pursuant to the provisions of the Listing Manual of the SGX-ST or applicable laws and regulations.

Conflict of Interests

As fiduciaries of the Company, all directors of the Company are obliged to act objectively in the best interests of the Company at all times. Accordingly, the Board exercises independent judgment and due diligence when making decisions for the benefit of the Company. Where a director has a conflict of interest in a particular matter, he/she will be required to declare his/her interest to the Board as soon as is practicable after the relevant facts have come to his/her knowledge, recuse himself/herself from the deliberations and abstain from voting on the matter.

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Understanding of Directors' Role

The Board implements measures to ensure that newly appointed as well as existing directors are familiar with the Group's business and operations as well as their duties and responsibilities as directors.

Newly appointed director will, upon appointment, be provided with a formal appointment letter setting out, among others, the director's role as an executive or non-executive or independent director and the associated duties and responsibilities of such role. Such newly appointed director will also be given an orientation as well as a comprehensive briefing by Management on the Group's corporate profile, strategies, plans, businesses and operations. If a newly appointed director has no prior experience as a director of an issuer listed on SGX-ST, the Company will ensure that such director undergoes training on the roles and responsibilities of a director of a listed issuer as prescribed under the Listing Manual of the SGX-ST.

Management provides the Board with ongoing updates on material developments in the Group's business and operations as well as the industry and legal and regulatory environment in which the Group operates. All non-executive directors may request for additional explanations, briefings and informal discussions on any aspect of the Group's business or operations issues at all times. The directors are invited to visit the Group's project sites in order to gain a better understanding of the Group's business and operations.

The directors are provided with the opportunity to develop and maintain their skills and knowledge through internal briefings as well as external courses. Management provides the Board with regular updates on board processes, governance practices as well as changes to laws and regulations that may have a bearing either on the Group or on an individual director. Directors are also encouraged to, at the Company's expense, undergo continuing professional development during the term of their appointment, including attending appropriate external training courses conducted by third parties such as the Singapore Institute of Directors ("**SID**") and external professionals.

The Company maintains a corporate membership with the SID, which provides training and resources useful for the Company in keeping up to date with best practices in corporate governance. All directors are required to, during the financial year commencing 1 April 2022, undergo a one-time training on sustainability matters as prescribed by the SGX-ST. Necessary arrangements will be made for directors to attend such training courses at the Company's expense.

A majority of the directors on the Board have had many years of board experience and are therefore familiar with the duties and responsibilities of a director of a listed issuer. During FY2022, a majority of the directors have attended at least one training course as part of the Board's continuing professional development. As at the date of this Report, two out of the four non-executive directors on the Board have been directors of the Company for at least six years and are therefore familiar with the Group's business and operations.

Delegation of Authority

The Company has adopted written internal guidelines governing matters that require the Board's approval. The Board's approval is required for transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Management via a structured Delegation of Authority matrix. The Delegation of Authority matrix was clearly communicated to Management and is reviewed on a regular basis and revised accordingly as and when necessary.

Matters which are specifically reserved for the Board's decision include those involving corporate plans and budgets, material acquisitions and disposals of assets, corporate strategy, financial restructuring, share issuances, dividends and other returns to shareholders, major financial decisions such as investment and divestment proposals, incurrence of debt, expenditure beyond a prescribed amount as well as interested party transactions and any other matters as prescribed under the relevant legislations and regulations and the provisions of the Company's Constitution. A resolution passed by a majority of the directors of the Board is required in order to approve such matters.

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Board Committees

To facilitate effective management, certain functions of the Board have been delegated by the Board to various Board Committees. The Board is assisted by the Nominating Committee, the Remuneration Committee, and the Audit & Risk Committee, each of which has its own terms of reference that set out the authority and duties of each of the Board Committees.

A description of, among others, the composition and the terms of reference, and a summary of the activities of the respective Board Committees during FY2022 are set out in the following sections:

- (a) in respect of the Nominating Committee – sections on Principle 4 under “Board Membership” and Principle 5 under “Board Performance”;
- (b) in respect of the Remuneration Committee – sections on Principle 6 under “Procedures for Developing Remuneration Policies” and Principle 7 under “Level and Mix of Remuneration”; and
- (c) in respect of the Audit & Risk Committee – sections on Principle 9 under “Risk Management and Internal Controls” and Principle 10 under “Audit & Risk Committee”.

Board Meetings

The Board meets at least once every quarter. The schedule for the forthcoming financial year is normally determined before the fourth quarter of each calendar year to allow the directors to plan for their attendance at these meetings. Where necessary, additional Board meetings will be held to address any significant transactions or issues that arise.

Board papers and related materials are sent to Board or Board Committee members in advance prior to each meeting to allow the Board or Board Committee members sufficient time to familiarise themselves with the matters prior to the meetings. Management and senior executives who can provide additional insights into the matters to be discussed are also invited to attend the meetings so as to be at hand to address any questions that the Board or Board Committee members may have.

During the scheduled quarterly meetings, Management will provide the Board with an update on the Group’s business and operations for the relevant quarter and the financial performance for that quarter, and any other significant matters or issues that may have arisen. This promotes active engagement with Management and allows the Board to have oversight and better understanding of the progress of the Group’s business and operations as well as any issues and/or challenges encountered by the Group.

Unless a director is required to recuse himself/herself from deliberations and abstain from voting on a matter due to an actual or a potential conflict of interest, all members of the Board or Board Committee will participate in the discussions and deliberations at Board or Board Committee meetings. To facilitate attendance and participation, a director who is not able to attend a Board or Board Committee meeting in person is permitted under the Company’s Constitution to participate by way of telephone and video-conference.

The Board and Board Committees may also make decisions by way of resolutions in writing. In such situations, resolutions in writing, together with board papers and related materials, will be circulated to all members of the Board or Board Committee for their consideration and approval. Management will, where necessary, reach out to the directors to provide any explanation or other information as may be required for the directors to deliberate on the matter before approving such written resolutions.

The Board requires each director to be able to commit sufficient time and attention to the affairs of the Company. A discussion of the procedure for assessing the directors’ commitment to the Company is set out in the section “Assessment of Directors’ Commitment” of Principle 4 under “Board Membership”.

During FY2022, a total of four scheduled Board meetings, four scheduled Audit & Risk Committee meetings, one scheduled Nominating Committee meeting and one scheduled Remuneration Committee meeting were held. The Board and Audit & Risk Committee members also had several informal discussions on various issues relating to corporate strategy, risk management and specific significant matters during FY2022.

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The number of Board and Board Committee meetings held during FY2022 as well as the attendance of each director at these meetings are set out in the table below:

Name of Director	Board		Audit & Risk Committee		Nominating Committee		Remuneration Committee	
	No. Held	No. Attended	No. Held	No. Attended	No. Held	No. Attended	No. Held	No. Attended
John Lim Kok Min	4	4	4	4	1	1	1	1
Wong Yu Wei (Huang Youwei)	4	4	-	-	1	1	-	-
Chu Kok Hong @ Choo Kok Hong	4	4	-	-	1	1	-	-
Chong Lit Cheong	4	4	4	4	1	1	1	1
Professor Yong Kwet Yew	4	4	4*	4*	1	1	1	1
Tam Chee Chong	4	4	4	4	1	1	-	-

* Professor Yong Kwet Yew has attended the Audit & Risk Committee meetings as an invitee.

Access to Information

Management recognises that it is essential to provide the Board with complete and adequate information on Group affairs and material events and transactions on a timely and on-going basis in order for the directors to discharge their duties and responsibilities and to make decisions based on relevant and up-to-date information.

Management regularly provides the Board with management reports and updates relating to the Group's business and operations and financial information, including management accounts of the Group's performance, position and prospects on a quarterly basis. As set out above in the section "Board Meetings", board papers and related materials (including, where appropriate, relevant background or explanatory information, financial analysis and/or external reports) are provided to the Board or Board Committee in advance of the relevant Board or Board Committee meeting. Directors have unrestricted access to the Company's records and information and are entitled to request from Management additional information as needed to make informed decisions. The directors also have separate and independent access to Management as well as the company secretary.

Management and senior executives who can provide additional insights into the matters to be discussed will attend Board and Board Committee meetings to provide any other information required by the Board or the relevant Board Committee, and to answer any queries from the directors. Management may also communicate with the directors outside of formal Board and Board Committee meetings as appropriate through other means, such as electronic mail, telephone or video-conferencing, or separate physical meetings. Any requests by directors for further explanation, briefings or informal discussions on any aspect of the Group's operations are attended to expeditiously by Management.

Where the directors require independent professional advice to facilitate the discharge of their duties and responsibilities, Management will facilitate the appointment of such professional advisor to render advice to the Board. The cost of obtaining such professional advice will be borne by the Company.

Role of Company Secretary

The company secretary attends all Board meetings and is responsible for ensuring that Board procedures are followed. The company secretary ensures good information flow within the Board and the Board Committees and between Management and non-executive directors, advising the Board on all governance matters, as well as facilitating and assisting with professional development as required. The company secretary, together with other management staff, are responsible for ensuring that the Company complies with the applicable requirements, rules and regulations.

The appointment and the removal of the company secretary is subject to the approval of the Board.

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Commitment to Sustainability

The Board is committed to ensuring the Company's longevity and sustainability, including reviewing the Company's performance, policies and practices in relation to material environmental, social and governance ("ESG") topics. The Board is assisted by its robust existing systems including audit, compliance, enterprise risk, financial, environmental, health and safety, human resource, information technology and operational management systems, along with the implementation of the Company's Longevity Reporting Framework (i.e. sustainability reporting framework). In addition, the Board assesses opportunities and risks presented by material ESG topics, and such assessment will be taken into consideration by the Board to determine the appropriate strategies, policies and practices that will provide the Company with the adaptability and flexibility to seize opportunities to deliver sustainable socio-economic value and progress to key stakeholders, while being well-supported by sound risk management. In determining the Company's risk appetite, the Board considers material ESG topics that may affect reputational risk, ethical and moral considerations, and have significant financial and non-financial implications.

The Company releases an annual standalone Sustainability Report. The FY2022 report will be available on the Company's website by 31 August 2022. The Sustainability Report is prepared in accordance with the Global Reporting Initiative (GRI) Standards: Core Option and contains the five primary components set out in Rule 711B of the Listing Manual of the SGX-ST that are applicable to the Company in respect of FY2022.

Board Composition and Guidance

Principle 2 - The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

Board Composition

As at the date of this Report, the Board members are:

Mr John Lim Kok Min	Chairman and Independent Non-Executive Director
Mr Wong Yu Wei (Huang Youwei)	Executive Deputy Chairman
Mr Chu Kok Hong @ Choo Kok Hong	Managing Director
Mr Chong Lit Cheong	Independent Non-Executive Director
Professor Yong Kwet Yew	Independent Non-Executive Director
Mr Tam Chee Chong	Independent Non-Executive Director

Board Independence

As set out in the section "Board Composition" above, the Board currently comprises six directors, four of whom (including the Chairman of the Board) are independent non-executive directors. There is a strong and independent element on the Board with independent non-executive directors comprising a majority of the Board, and no individual or small group of individuals dominating the Board's decision-making. The Board is able to exercise objective judgement on corporate affairs independently, in particular, from Management. This ensures that key issues and strategies are critically reviewed, constructively challenged, fully discussed and thoroughly examined, taking into consideration the long-term interests of the Company and its shareholders.

The Nominating Committee assesses the independence of each director annually in accordance with the guidance in the Code, the Practice Guidance and the Listing Manual of the SGX-ST. Based on the Code, an "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. The Nominating Committee also considers the existence of any relationships or circumstances, including those identified by the Practice Guidance and the Listing Manual of the SGX-ST, when assessing the independence of a director. Such relationships or circumstances include (i) the employment of a director by the Company or any of its related corporations during the financial year in question or in any of the previous three financial years, (ii) a director being on the Board for an aggregate period of more than nine years, (iii) a director (or his/her immediate family member) having provided or received from the Company or any of its subsidiaries any significant payments or material services, other than compensation for board service, (iv) a director (or his/her immediate family member) being or was a substantial shareholder or partner in, or an executive officer of, or a director of, any organisation which provided to or received from the Company or any of its subsidiaries any significant payments or material services; or (v) a director who is or has been directly associated with a substantial shareholder of the Company in the current or the immediate past financial year.

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To facilitate the assessment of the independence of the directors, each director is required to promptly disclose to the Board any relationship or change in circumstances which may lead to his status as an independent director being affected. If the Board determines that notwithstanding such relationship or circumstances, the director remains independent, the Board shall record its reasons for such determination in formal Board meeting minutes and formally disclose its reasons in the next annual report.

The Nominating Committee has reviewed the independence of each of the directors taking into account the guidance in the Code, the Practice Guidance and the Listing Manual of the SGX-ST, and is satisfied that apart from Mr Wong Yu Wei (Huang Youwei) and Mr Chu Kok Hong @ Choo Kok Hong, both of whom are the only non-independent directors of the Company, all other members of the Board do not have any relationship and are not affected by any of the circumstances identified in the Code, the Practice Guidance and the Listing Manual of the SGX-ST or any other relationships which may affect their independent judgment and are therefore considered to be independent.

As at the date of this Report, none of the independent directors has served on the Board for more than nine years.

Board Diversity

Provision 2.4 of the Code provides, among others, that the Board and Board Committees are to be of an appropriate size and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. Provision 2.4 of the Code further provides that the board diversity policy and progress made towards implementing the policy, including objectives, are to be disclosed in the Company's annual report.

With effect from 1 January 2022, the Listing Manual of the SGX-ST mandates all listed issuers to maintain a Board Diversity Policy. Although the Company does not have a formal Board Diversity Policy, the Company has always recognised the importance of having a diverse board. The Board regularly reviews and ensures that the collective skills and experiences of the Board as a whole are aligned with the current and expected future strategic needs of the Company. As at the date of this Report, the Board consists of directors who have skills and experience in finance, construction technology, large scale project management, fund management and corporate governance. Though the Board consists of members with diverse and relevant attributes, the Board does not currently have a female member. Gender diversity will be one of the criteria included in the Board Diversity Policy that will be formulated during the financial year commencing 1 April 2022.

Considering the nature and scale of the Group's business as well as the constantly evolving nature of business and industry conditions, the Board is satisfied that the size and composition of the Board and its Board Committees are appropriate at present and the current directors have vast business and management experience and varied qualifications and expertise in the areas of finance, accounting, business management and industry knowledge, with varying age profiles.

Taking into account that four out of the six directors are independent non-executive directors and the varied skills, knowledge and experience of the directors, the Board is of the view that the current Board composition is sufficiently diverse to avoid groupthink and foster constructive debate and that, in line with the spirit of Principle 2 of the Code, the current Board has an appropriate level of independence and diversity of thought and background to enable it to make decisions in the best interests of the Company.

The Board will review its composition from time to time and will seek to maintain a diversity of skills, knowledge, experience, gender, age, ethnicity and other attributes of the directors.

Non-Executive Directors

The non-executive directors of the Company, who are also independent directors, constructively challenge and assist in the development of strategy, and assist the Board in reviewing the performance of Management in meeting agreed goals and objectives, and monitor the reporting of performance. At Board meetings, directors freely discuss and openly challenge the views presented by Management and other directors. The decision-making process is a transparent one.

To facilitate a more effective check on Management, non-executive directors meet at least once a year without the presence of Management. When necessary, the non-executive directors also meet separately prior to Board meetings. The chairman of such meetings provides feedback to the Board and/or the Chairman of the Board, as appropriate. During FY2022, the non-executive directors met at least once without the presence of Management.

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Chairman and Chief Executive Officer

Principle 3 - There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

There is a clear division of responsibilities between the leadership of the Board and Management, with the roles of the Chairman and the Executive Deputy Chairman/Chief executive officer being held by separate persons. This provides an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making. As at the date of this Report, Mr John Lim Kok Min, an independent non-executive director, is the Chairman of the Board, and Mr Wong Yu Wei (Huang Youwei) is the Executive Deputy Chairman of the Company. The Chairman of the Board does not have an executive position in the Company and is not part of Management.

There is clear separation of roles and responsibilities between the Chairman and the Executive Deputy Chairman. Mr John Lim Kok Min is the Chairman who leads the Board to ensure effectiveness in all aspects of its roles. The company secretary, in consultation with the Chairman, schedules and prepares the agenda for Board meetings. Management staff who have prepared the board papers or who may provide additional insights are invited to present the papers or attend the Board meetings. The Chairman ensures that sufficient time is allocated for discussion of all agenda items, particularly issues relating to strategy, and ensures that directors are provided with adequate and timely information. He promotes an open environment for debate and ensures that discussions and deliberations are effective. The Chairman is also charged with the role of maintaining high standards of corporate governance and ensuring effective communication between the Board and the shareholders of the Company.

Mr Wong Yu Wei (Huang Youwei), Executive Deputy Chairman, has overall responsibility for both the Real Estate and Engineering & Construction business segments and full executive responsibility over the management of the Company. He is responsible for the execution of strategic plans approved by the Board and ensures that the directors are kept updated and informed of the Group's business and operations. In view of the major challenges facing the built environment, Mr Chu Kok Hong @ Choo Kok Hong, the Managing Director, has assumed responsibility for and focuses on the Company's Engineering & Construction business segment.

Taking into account that the roles of the Chairman and the Executive Deputy Chairman are held by separate persons who each carries out separate responsibilities as set out above, the Board is of the view that the practices adopted by the Company in relation to the division of responsibilities between the leadership of the Board and Management are consistent with the intent of Principle 3 of the Code.

The Board is not required to have, and does not have, a lead independent director as the Chairman is an independent director.

Board Membership

Principle 4 - The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Nominating Committee

The Nominating Committee comprises six directors, four of whom, including the Chairman of the Nominating Committee, are independent directors. As at the date of this Report, the members of the Nominating Committee are:

Mr John Lim Kok Min	Chairman
Mr Chong Lit Cheong	Member
Professor Yong Kwet Yew	Member
Mr Tam Chee Chong	Member
Mr Wong Yu Wei (Huang Youwei)	Member
Mr Chu Kok Hong @ Choo Kok Hong	Member

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Terms of Reference

The objectives of the Nominating Committee are to provide a formal, transparent and objective procedure for the appointment of Board members and to recommend for the Board's approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each Board Committee separately, as well as the contribution by the Chairman and each individual director to the Board.

According to the written terms of reference of the Nominating Committee, read together with the Code, the principal functions of the Nominating Committee include:

- (a) review and recommend candidates for appointments to the Board and Board Committees, as well as candidates for senior management staff;
- (b) review of board succession plans for the directors, in particular, the Chairman and the chief executive officer;
- (c) develop a process for the evaluation of the performance of the Board, the Board Committees and the directors;
- (d) review of training and professional development programmes for the Board;
- (e) review and recommend directors for re-appointment or re-election;
- (f) review and recommend candidates to be nominees on the boards and board committees of the listed companies and entities within the Group;
- (g) determine the independence of the directors;
- (h) review the participation (whether by way of obtaining an interest in or taking a board seat or otherwise) by each independent director in any competing business and taking into account such matters in the re-appointment or re-election or renewal of appointment of such independent director; and
- (i) undertake generally such other functions and duties as may be required by law or the Listing Manual of the SGX-ST, and by amendments made thereto from time to time.

During FY2022, the Nominating Committee has, among others:

- (a) reviewed and made recommendation for re-appointment or re-election or renewal of appointment of directors; and
- (b) determined the independence of the directors.

Selection of New Directors

The Board has put in place a process for the selection and appointment of new directors.

The Nominating Committee will assess candidates and make recommendations to the Board for appointment as directors. As part of such assessment process, the Nominating Committee will review the expertise, skills and attributes of the current directors on the Board, identify its future needs and shortlist candidates with the appropriate profiles for nomination. Knowledge of the Company's construction and real estate industry and corporate governance practices, and prior experience as a director of a listed issuer in Singapore, are, among others, the criteria used to identify and evaluate the potential new directors. The search may be conducted through professional recruiters, as well as various contacts and recommendations. The objective of this process is to seek to maintain a diversity of skills, knowledge, experience, gender, age, ethnicity and other attributes necessary to effectively meet the needs of the Company.

Shortlisted candidate would be required to furnish his/her curriculum vitae stating in detail his/her qualification, working experience and employment history. In addition, such candidate may be required to complete certain prescribed forms to enable the Nominating Committee to assess the candidate's independence, if applicable. The Nominating Committee interviews each prospective candidate with appropriate profile to assess suitability and to ensure that the candidate is aware of the expectation and commitment required and makes recommendations to the Board for approval and adoption.

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Re-Nomination of Directors

Under the Company's Constitution, one-third of the directors who are longest-serving (including the Managing Director or a director holding an equivalent position) are required to retire from office every year at the Annual General Meeting ("AGM"). Based on such rotation process, each director is required to submit himself/herself for re-election by shareholders at least once every three years.

Where an existing director is required to retire from office, the Nominating Committee reviews the composition of the Board and takes into account factors such as the existing director's competencies, attendance, participation, contribution and competing commitments when deciding whether to recommend that director for re-election.

Pursuant to Article 94 of the Company's Constitution, Mr Tam Chee Chong and Professor Yong Kwet Yew shall be retiring at the upcoming AGM to be held on 28 July 2022.

The Nominating Committee has considered the contribution of Mr Tam Chee Chong and Professor Yong Kwet Yew and recommended to the Board their re-election as directors at the upcoming AGM. The Board has concurred with the Nominating Committee's recommendation for their re-election as directors at the upcoming AGM. If re-elected, Mr Tam Chee Chong will remain as the Chairman of the Audit & Risk Committee and a member of the Nominating Committee, and Professor Yong Kwet Yew will remain as a member of the Nominating Committee, a member of the Remuneration Committee and a member of the Audit & Risk Committee*. Both Mr Tam Chee Chong and Professor Yong Kwet Yew, upon re-election, will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Please see the relevant details of Mr Tam Chee Chong and Professor Yong Kwet Yew, each of whom is standing for re-election as a director at the forthcoming AGM, as required to be disclosed pursuant to Rule 720(6) of the Listing Manual of the SGX-ST in the section "Additional Information on Directors Seeking Re-election Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST".

* Professor Yong Kwet Yew was appointed as a member of the Audit & Risk Committee with effect from 1 July 2022.

Assessment of Independence

As set out under the section on Principle 2 under "Board Independence", the Nominating Committee assesses a director's independence in accordance with the guidance in the Code, the Practice Guidance and the Listing Manual of the SGX-ST on an annual basis.

To facilitate this process, each director is required to complete a Director's Independence Confirmation based on the guidance in the Code, the Practice Guidance and the Listing Manual of the SGX-ST and to disclose, among others, his/her relationship(s) with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. An independent director shall notify the Nominating Committee immediately, if as a result of a change in circumstances, he/she no longer meets the criteria for independence. The Nominating Committee shall review the change in circumstances and make its recommendations to the Board.

Each independent director has completed the Director's Independence Confirmation for FY2022. The Nominating Committee has reviewed the independence of each independent director in accordance with the guidance in the Code, the Practice Guidance and the Listing Manual of the SGX-ST and is satisfied that apart from Mr Wong Yu Wei (Huang Youwei) and Mr Chu Kok Hong @ Choo Kok Hong, both of whom are the only non-independent directors of the Company, all other members of the Board, i.e. Mr John Lim Kok Min, Mr Chong Lit Cheong, Professor Yong Kwet Yew and Mr Tam Chee Chong, do not have any relationship and are not affected by any of the circumstances identified in the Code, the Practice Guidance and the Listing Manual of the SGX-ST or any other relationships which may affect their independent judgment and are therefore considered to be independent. Independent directors comprise a majority of the Board.

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Assessment of Directors' Commitment

The Nominating Committee assesses annually whether a director is able to and has been adequately carrying out his/her duties and responsibilities as a director and, in particular, whether a director who serves on multiple boards is able to commit the necessary time and attention to serve on the Board. In performing its review, the Nominating Committee will consider factors that include:

- (a) the respective director's preparation for and participation at Board meetings;
- (b) the assessment of the effectiveness of the individual director; and
- (c) the assessment of the time and attention given by such director to the affairs of the Company and the Group.

The Nominating Committee has not imposed a limit on the maximum number of listed company board representations and/or other principal commitments which a director may hold at this point of time. The Nominating Committee recognises that the time and attention that each director can devote to the Company depends on many factors that may vary from individual to individual, and believes the imposition of a limit may not be meaningful. Instead, the Nominating Committee assesses holistically, and on a case-by-case basis, whether a director is able to carry out, and has been adequately carrying out, his/her duties and responsibilities as a director taking into account, among others, the factors mentioned above.

Consistent with the principle that each director is expected to be able to, and to adequately, carry out his/her duties as a director, the Board does not encourage the appointment of alternate directors. No alternate director was appointed to the Board during FY2022.

The dates of initial appointment and last re-election of each of the directors, together with their directorships in other listed companies, are set out below:

Name	Position	Date of Initial Appointment	Date of Last Re-election	Current Directorships in Listed Companies	Past Directorships in Listed Companies (in last three years)
John Lim Kok Min	Chairman & Independent Non-Executive Director	25 March 2015	28 July 2021	IREIT Global Group Pte. Ltd. as Manager for IREIT Global	Silverlake Axis Ltd
Wong Yu Wei (Huang Youwei)	Executive Deputy Chairman	1 December 2008	25 August 2020	-	-
Chu Kok Hong @ Choo Kok Hong	Managing Director	5 January 2009	25 August 2020	-	-
Chong Lit Cheong	Independent Non-Executive Director	15 May 2015	28 July 2021	-	-
Professor Yong Kwet Yew	Independent Non-Executive Director	1 May 2019	26 July 2019	BBR Holdings (S) Ltd Tritech Group Ltd	-
Tam Chee Chong	Independent Non-Executive Director	1 May 2019	26 July 2019	GSH Corporation Limited* IFS Capital Ltd	-

* Retired as director on 29 April 2022

Please also refer to the section "Board of Directors" on pages 46 to 47, and the section "Additional Information on Directors Seeking Re-election Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" on pages 85 to 89, of the Annual Report for information on other principal commitments of the directors.

The Nominating Committee is of the view that, during FY2022, each director has devoted sufficient time and attention to the affairs of the Company and was able to discharge their respective duties and responsibilities as director effectively. The Nominating Committee has also reviewed and is satisfied that none of the directors held such a significant number of listed company directorships and/or other principal commitments which may affect his/her ability to serve on the Board effectively. In particular, those directors who hold multiple listed company directorships and other principal commitments have devoted sufficient time and attention to the affairs of the Company and have adequately discharged their duties and responsibilities as directors of the Company during FY2022.

Corporate Governance

Board Performance

Principle 5 - The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Assessment of Composition and Skill Set of the Board

As part of the formal annual assessment of the effectiveness of the Board as a whole and its Board Committees, and individual directors (including the Chairman) as described in the section “Evaluation Process and Criteria” below, the Nominating Committee reviews on an annual basis the composition and skill sets of the Board to determine whether they are adequate and appropriate having regard to the nature and scope of the Company’s operations.

The annual evaluation of the Board is conducted by the Nominating Committee to assess whether each director continues to contribute effectively and demonstrate commitment to the role. This exercise also provides a platform for the Board members to exchange feedback on the Board’s strengths and shortcomings with a view to strengthening the effectiveness of the Board. It also helps the Nominating Committee in determining whether (i) to re-nominate directors who are due for retirement at the next AGM, (ii) any replacement of existing directors or appointment of new directors is required, and (iii) directors with multiple board representations are able to discharge, and have adequately discharged, their duties as directors of the Company.

Replacement of a director, when it happens, does not necessarily reflect on the director’s performance or contributions to the Board, but may be driven by the need to align the skill sets of the Board with the medium or long-term needs of the Group.

Evaluation Process and Criteria

The Board, based on the recommendation of the Nominating Committee, adopts a formal process with objective performance criteria for the annual evaluation of the effectiveness and performance of the Board as a whole, each Board Committee as well as each individual director (including the Chairman).

In relation to the evaluation of the Board, the assessment parameters include evaluation of the Board’s composition, access to information, the quality of Board processes, accountability and the Board’s performance in relation to discharging its principal responsibilities.

In relation to the evaluation of the Board Committees, the assessment parameters include the standard of conduct of each Board Committee, its structure and reporting process to the Board.

In relation to the evaluation of each individual director (including the Chairman), the assessment takes into account numerous factors, including the director’s attendance, participation and contribution at the Board and various Board Committee meetings.

The evaluation process of the Board and the Board Committees entails the directors completing the relevant evaluation forms which are designed to incorporate the assessment parameters referred to above. The company secretary will summarise the results of all the evaluations of the Board and the Board Committees and present them to the Nominating Committee for review. The evaluation process of individual director will be undertaken by way of the Chairman of the Nominating Committee interviewing each individual director separately on how each individual director would evaluate themselves and their peers. The Chairman of the Nominating Committee will present the feedback received from each director along with his own feedback (if any) during the Nominating Committee meeting. Areas where the Board’s performance and effectiveness could be enhanced and recommendations for improvement will be discussed by the Board and, where appropriate, implemented.

The Nominating Committee (which comprises all the members of the Board as at the date of this Report) has conducted an evaluation of the Board, the Board Committees and individual directors (including the Chairman) in respect of FY2022. No external facilitator was engaged for the purpose of these evaluations as the Nominating Committee and the Board are of the view that the current evaluation process is adequate. Moving forward, the Board will consider such engagement where appropriate.

Based on the evaluation for FY2022, the Nominating Committee and the Board are satisfied with the performance and effectiveness of the Board as a whole, each Board Committee as well as the individual directors (including the Chairman).

Corporate Governance

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6 - The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Level and Mix of Remuneration

Principle 7 - The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Disclosure on Remuneration

Principle 8 - The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

Remuneration Committee

The Remuneration Committee comprises three non-executive directors, all of whom, including the Chairman of the Remuneration Committee, are also independent directors. As at the date of this Report, the members of the Remuneration Committee are:

Mr Chong Lit Cheong	Chairman
Mr John Lim Kok Min	Member
Professor Yong Kwet Yew	Member

Terms of Reference

According to the written terms of reference of the Remuneration Committee, read together with the Code, the Remuneration Committee has, among others, a formal, transparent and objective procedure for developing policies on director and executive remuneration, as well as for fixing the remuneration packages of individual directors and key management personnel. The Remuneration Committee also implements and administers the Boustead Projects Restricted Share Plan 2016 (“**2016 Share Plan**”) (on which further information is set out in the section “Boustead Projects Restricted Share Plan 2016”).

The Remuneration Committee recommends for the Board’s endorsement, a remuneration framework which covers all aspects of remuneration, including but not limited to directors’ fees, salaries, allowances, bonuses, benefits-in-kind and termination terms, as well as specific remuneration packages for the Board and key management personnel.

The Remuneration Committee, with recommendation from Management, will put forward the list of employees and the amount of share awards to be granted under the 2016 Share Plan to the Board for endorsement.

The Remuneration Committee also reviews the Company’s obligations arising from termination of the service contracts of executive directors and key management personnel to ensure that they contain fair and reasonable termination clauses.

No director, including the members of the Remuneration Committee, is involved in discussions concerning his own remuneration. The Remuneration Committee’s recommendations are submitted to the Board for endorsement.

In carrying out its terms of reference, the Remuneration Committee has direct access to the Boustead Group’s Senior Vice President, Group Human Resources and the Company’s Deputy Director, Human Resources, both of whom will address any queries from the Remuneration Committee on human resources matters. The Company’s Deputy Director, Human Resources also acts as the secretary for the Remuneration Committee. The Remuneration Committee may also obtain independent external legal and other professional advice as it deems necessary. The expenses for such advice will be borne by the Company. The Remuneration Committee did not appoint any remuneration consultants in FY2022.

During FY2022, the Remuneration Committee has, among others, made recommendations to the Board on the framework of remuneration for the Board and key management personnel and the specific remuneration packages for each director as well as for the key management personnel.

Corporate Governance

Remuneration Policy and Framework

From a broad perspective, the remuneration policy and framework adopted by the Company for determining directors' fees, executive directors' remuneration and the key management personnel's remuneration is designed with a view to paying competitive remuneration to attract, retain and motivate the directors to provide good stewardship of the Company and the key management personnel to successfully manage the Company for the long term. Specifically, the remuneration policy and framework aims to motivate directors and key management personnel to exert their best efforts to work towards the growth of the Group, to improve the Company's performance and to protect and promote the interests of all shareholders. The remuneration policy and framework takes into consideration the long-term interests of the Group and ensures that the interests of the directors and key management personnel are aligned with those of the shareholders. The remuneration policy and framework ensures that independent directors are not overly-compensated to the extent that their independence may be compromised. The directors' fees are recommended by the Remuneration Committee and endorsed by the Board for approval by the shareholders of the Company at AGMs.

Remuneration of Non-Executive Directors

The remuneration of the non-executive directors is in the form of fixed fees. The directors' fees payable to the non-executive directors are based on a basic fee for serving as director and additional fees for serving on Board Committees. When reviewing the structure and level of directors' fees for the non-executive directors, the Remuneration Committee takes into consideration the respective roles and responsibilities undertaken in the Board and its Board Committees and the frequency of Board and Board Committee meetings. The Chairman of each Board Committee is paid a higher fee compared with the member of the respective committees in view of the greater responsibility and commitment required by that office. The payment of fees to non-executive directors is subject to the approval of the shareholders of the Company at each AGM.

Apart from the fixed fees described above, the independent non-executive directors are also eligible to participate in the 2016 Share Plan. The Board believes that allowing independent non-executive directors to participate in the 2016 Share Plan will give them a stake in the Company while providing the Company with additional flexibility in compensating them for their services, and enabling the Company to attract and retain experienced and qualified individuals from a wide range of professional backgrounds to join the Board. As at the date of this Report, none of the independent non-executive directors has accepted any share awards under this 2016 Share Plan. A description of the 2016 Share Plan is set out in the section "Boustead Projects Restricted Share Plan 2016".

In FY2022, the framework for the remuneration of independent non-executive directors is as follows:

Board Member	S\$30,000
Group Chairman	S\$20,000
Audit & Risk Committee	
Chairman	S\$20,000
Member	S\$10,000
Nominating Committee	
Chairman	S\$10,000
Member	S\$5,000
Remuneration Committee	
Chairman	S\$10,000
Member	S\$5,000
Attendance Fee per meeting (capped at S\$10,000 per year)	S\$2,000

Information on the directors' fees of independent non-executive directors for FY2022 is set out in the section "Remuneration of Independent Non-Executive Directors for FY2022".

Corporate Governance

Remuneration of Executive Directors and Management

Executive directors do not receive directors' fees. Instead, they are remunerated as members of Management. The Remuneration Committee conducts an annual review to ensure that the remuneration of the executive directors commensurate with their performance and that of the Company. In structuring the remuneration framework, the Remuneration Committee also considers their contributions as well as the financial performance conditions, which include both quantitative and qualitative targets that have been achieved during the year.

The remuneration package of the executive directors and the key management personnel primarily comprises a mix of a fixed component and a variable component. A significant and appropriate portion of remuneration of executive directors and key management personnel is structured as a variable component with a view to aligning Management's remuneration with the interests of shareholders and other stakeholders, and to link rewards to corporate and individual performance so as to promote the long-term sustainability and success of the Group.

The fixed component is in the form of a base salary which is determined based on various criteria, including the individual's role and responsibilities, experience and competencies as well as performance and market competitiveness. This is approved by the Board based on the Remuneration Committee's recommendations and reviewed annually.

The variable component is in the form of an annual variable performance bonus that is linked to the Group's corporate performance and individual performance. Specifically, the remuneration of certain Management personnel is linked directly to the Group's financial performance through a profit-sharing formula as well as individual key performance indicators.

Complementing the fixed and variable components of the remuneration package described above is the long-term incentive in the form of share awards that can be granted under the 2016 Share Plan. This long-term incentive is applicable only to selected employees whose role and services have been identified to be of significant importance to the performance and growth of the Company. Such long-term incentives would give recognition to these selected employees and promote commitment, dedication and loyalty to the Group. There was no grant of share awards to eligible employees for FY2022. A description of the 2016 Share Plan is set out in the section "Boustead Projects Restricted Share Plan 2016".

Information on the remuneration paid to the executive directors and certain other key management personnel for FY2022 is set out in the section "Remuneration of Executive Directors, Key Management Personnel and Key Executives for FY2022".

The Company does not currently have in place contractual provisions to allow the Company to reclaim incentive components of remuneration from executive directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company.

Remuneration of Independent Non-Executive Directors for FY2022

The aggregate directors' fees paid to the independent non-executive directors for FY2022 amounted to S\$265,000, details of which are set out below:

Name of Director	Directors' Fee	Total
	S\$	S\$
John Lim Kok Min	85,000	85,000
Chong Lit Cheong*	65,000	65,000
Professor Yong Kwet Yew	50,000	50,000
Tam Chee Chong	65,000	65,000

* Director's fees were paid to Surbana Jurong Private Limited.

The payment of the directors' fees of S\$265,000 for FY2022 is within the directors' fees approved by shareholders as a lumpsum (being S\$280,000) at the AGM held on 28 July 2021.

Corporate Governance

Remuneration of Executive Directors, Key Management Personnel and Key Executives for FY2022

The remuneration of the key management personnel (including the executive directors) and certain key executives for FY2022 in bands of S\$250,000 are set out below:

Name	Salary	Bonus	Fees	Other Benefits	Total
<u>Executive Directors</u>					
S\$1,000,000 to S\$1,249,999					
Chu Kok Hong @ Choo Kok Hong	42%	14%	-	44%	100%
S\$750,000 to S\$999,999					
Wong Yu Wei (Huang Youwei)	35%	13%	-	52%	100%
<u>Key Management Personnel</u>					
S\$250,000 to S\$499,999					
Lee Keen Meng	64%	28%	-	8%	100%
Lum Wai Meng	76%	13%	-	11%	100%
Samuel Lim Swee Hong	65%	28%	-	7%	100%
<u>Key Executives</u>					
S\$250,000 to S\$499,999					
Steven Koh Boon Teik	68%	24%	-	8%	100%
Heng Eng Kiat	63%	27%	-	10%	100%
Liew Kau Keen	66%	23%	-	11%	100%
Ho Tai Wing	65%	23%	-	12%	100%
Below S\$250,000					
How Tan Hong	67%	23%	-	10%	100%
Desmond Sim Tze Peng	62%	21%	-	17%	100%
Koh Tee Yeong Andy*	73%	14%	-	13%	100%

* Employed during FY2022

The total remuneration paid to the above key management personnel and key executives, other than the executive directors, for FY2022 was S\$2,993,478.42.

The Board has, after careful deliberation, decided to disclose the remuneration of the Managing Director, Mr Chu Kok Hong @ Choo Kok Hong, and the Executive Deputy Chairman, Mr Wong Yu Wei (Huang Youwei), for FY2022 in remuneration bands of S\$250,000 and by a percentage breakdown in terms of categories and components, instead of disclosing the exact remuneration. This is a variation from Provision 8.1(a) of the Code which provides, among others, that the amounts of remuneration of each individual director and the chief executive officer are disclosed in the annual report.

The Board believes that it is not in the interests of the Company and the Group for the remuneration of the executive directors to be disclosed in exact dollar terms as the Company considers such information to be commercially sensitive, taking into account, in particular, the competitive pressures in the talent market and the potential adverse impact on the Group in the event that the Company's executive directors are solicited for other employment.

The Board notes that this Report has disclosed the procedure for developing policies on director and executive remuneration (under the section "Terms of Reference"), the overall remuneration policy and framework (under the section "Remuneration Policy and Framework"), as well as the specific remuneration policy and framework applicable to non-executive directors and executive directors and Management (under the sections "Remuneration of Non-Executive Directors" and "Remuneration of Executive Directors and Management"). The disclosure of such information, together with the executive directors' remuneration in bands of S\$250,000 with a breakdown of the level and mix of the remuneration in the above table, provide shareholders with sufficient insight into the compensation of the executive directors and is consistent with the intent of Principle 8.

There is no termination, retirement and post-employment benefits granted to directors, Managing Director or the key management personnel.

Corporate Governance

Save for Mr Wong Yu Wei (Huang Youwei), who is the son of the Company's substantial shareholder, Mr Wong Fong Fui, there is no employee who is a substantial shareholder of the Company, or is an immediate family member of any of the directors, chief executive officer or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during FY2022. Mr Wong Yu Wei's remuneration for FY2022 is disclosed in bands of S\$250,000 with a breakdown on the level and mix of remuneration in the table under the section "Remuneration of Executive Directors, Key Management Personnel and Key Executives for FY2022". This is a variation from Provision 8.2 of the Code which provides, among others, that the remuneration of such employees be disclosed in bands no wider than S\$100,000. The reasons for disclosing the remuneration of Mr Wong Yu Wei (Huang Youwei) in bands of S\$250,000 with a breakdown on the level and mix of remuneration are set out above, and such disclosure is consistent with the intent of Principle 8 for the same reasons as set out above.

Boustead Projects Restricted Share Plan 2016

The 2016 Share Plan was approved by the shareholders of the Company at its Extraordinary General Meeting ("EGM") held on 28 July 2016. Under the 2016 Share Plan, all eligible executive employees, non-executive directors of the Company as well as associates of controlling shareholders of the Company are invited to participate in the 2016 Share Plan. The selection of eligible participants in the 2016 Share Plan shall be determined at the absolute discretion of the committee appointed by the Board to administer the 2016 Share Plan. The participation of associates of controlling shareholders shall be approved by independent members of the Company. Further information on the 2016 Share Plan can be found on page 56 of the Annual Report.

One-off ex-gratia payment in the form of award of shares to directors by way of transfer of an aggregate of 2,400,000 treasury shares at the discounted transfer price of S\$0.806 per treasury share to them ("Award of Shares")

The Award of Shares by way of transferring an aggregate of 2,400,000 treasury shares to the directors was approved by the shareholders of the Company at its EGM held on 28 July 2021.

The breakdown of the Award of Shares granted to the directors is set out below:

Name of Director	No. of Treasury Shares Awarded	Total Transfer Price Paid (S\$)	Discount from Market Value* (S\$)
John Lim Kok Min	100,000	80,600	47,400
Wong Yu Wei (Huang Youwei)	1,000,000	806,000	474,000
Chu Kok Hong @ Choo Kok Hong	1,000,000	806,000	474,000
Chong Lit Cheong	100,000	80,600	47,400
Professor Yong Kwet Yew	100,000	80,600	47,400
Tam Chee Chong	100,000	80,600	47,400

* Based on S\$1.28 per share, being the market price of the Company's shares as at 28 July 2021 (the date on which shareholders' approval was obtained for the Award of Shares at the EGM).

The Award of Shares represents a one-off ex-gratia payment to the directors in recognition of the strategic leadership of, and time spent and effort by, the Board in FY2021, to successfully establish Boustead Industrial Fund (a private business trust sponsored by the Company) and in unlocking an unprecedented shareholder value despite the challenging conditions from the COVID-19 pandemic. Please see the Company's circular to shareholders dated 12 July 2021 relating to the Award of Shares for further details.

Corporate Governance

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9 - The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board has overall responsibility for risk governance and determines the Company's risk tolerance level and risk policies, and the extent of risks which the Company is able to take in order to achieve its strategic objectives and value creation. The Company maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets, and to manage risks. The system provides reasonable but not absolute assurance against material misstatements or loss, and to safeguard assets and ensure maintenance of proper accounting records, reliability of financial information, compliance with relevant legislation, regulations and best practices, and the identification and containment of business risks. The Audit & Risk Committee assists the Board in monitoring the effectiveness of the risk management and internal control systems and procedures of the Company. The Board, through the Audit & Risk Committee, reviews the effectiveness of the risk management and internal control systems and procedures of the Company at least once annually.

The Board, aided by the Audit & Risk Committee, regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as taking appropriate measures to control and mitigate such risks. The Management reviews all significant control policies and procedures and all significant matters will be highlighted to the Audit & Risk Committee and the Board. The financial risk management objectives and policies are outlined in the financial statements.

An Enterprise Risk Management ("ERM") framework established and maintained by the Company sets out the Group's internal processes to enable significant strategic, financial, operational, compliance and IT risks within the relevant Group companies to be identified, assessed, monitored, managed and evaluated. The Management reviews the risk register on a regular basis with the objective of assigning clear accountability and ownership of risks at the operating level to manage risks, and any emerging or material risks will be highlighted to the Board in a timely manner. Strong emphasis is placed on creating risk awareness, promoting accountability and setting the appropriate tone at the top.

Reviews of the Group's risk exposure are conducted every quarter during the Audit & Risk Committee meetings, to be followed by an overall assessment at the end of each financial year.

Based on the internal controls policy and procedures established and maintained by the Group, the work performed by the internal and external auditors, reviews conducted by Management and various Board Committees (including the Audit & Risk Committee), and the assurance from the Executive Deputy Chairman and the relevant key management personnel, the Board, with the concurrence of the Audit & Risk Committee, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective to address financial, operational, compliance and information technology risks as at 31 March 2022.

In addition, the Audit & Risk Committee and the Board have received assurance from:

- (a) the Executive Deputy Chairman and the Chief Financial Officer that as of 31 March 2022, the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and
- (b) the Executive Deputy Chairman and the relevant key management personnel that as of 31 March 2022, the Group's risk management and internal control systems to address the key financial, operational, compliance and information technology risks affecting the operations are adequate and effective to meet the needs of the Group in its current business environment.

The Board notes that the system of risk management and internal controls established provide reasonable but not absolute assurance that the Group will not be significantly affected by any event that can be reasonably foreseen or anticipated as it strives to achieve its business objectives.

Corporate Governance

Audit & Risk Committee

Principle 10 - The Board has an Audit Committee ("AC") which discharges its duties objectively.

Audit & Risk Committee

The Audit & Risk Committee comprises three non-executive directors, all of whom, including the Chairman of the Audit & Risk Committee, are also independent directors. As at the date of this Report, the members of the Audit & Risk Committee are:

Mr Tam Chee Chong	Chairman
Mr John Lim Kok Min	Member
Mr Chong Lit Cheong	Member
Professor Yong Kwet Yew*	Member

* Professor Yong Kwet Yew was appointed as member of the Audit & Risk Committee with effect from 1 July 2022.

A majority of the members of the Audit & Risk Committee have recent and relevant accounting or related financial management expertise or experience.

None of the members of the Audit & Risk Committee are former partners or directors of the Company's existing auditing firm within the previous two-year period nor does any of the Audit & Risk Committee members has any financial interest in the Company's existing auditing firm.

Terms of Reference

The Audit & Risk Committee is governed by the written terms of reference of the Audit & Risk Committee and the principal functions of the Audit & Risk Committee include:

- (a) overseeing the adequacy of the controls established by Management to identify and manage areas of potential risk and to safeguard the assets of the Company;
- (b) evaluating the processes in place to ensure that accounting records are properly maintained in accordance with statutory requirements and financial information provided to shareholders and the directors is accurate and reliable;
- (c) reviewing the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- (d) reviewing with external and internal auditors and reporting to the Board at least annually the adequacy and effectiveness of the Company's risk management system and internal controls system, including financial, operational, compliance and information technology controls (such review can be carried out internally or with the assistance of any competent third parties);
- (e) reviewing with internal auditors, the program, scope and results of the internal audit and Management's response to their findings to ensure that appropriate follow-up measures are taken;
- (f) reviewing the adequacy, effectiveness and independence of the internal audit function;
- (g) reviewing the scope and results of the external audit, and the adequacy, independence and objectivity of the external auditors;
- (h) reviewing with external auditors the impact of any new or proposed changes in accounting principles or regulatory requirements on the financial information;
- (i) making recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- (j) reviewing interested person transactions (including interested person transactions disclosed in the Company's Introductory Document dated 31 March 2015) or transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the regulations of the SGX-ST, and are reasonable and in the best interests of the Company;

Corporate Governance

- (k) reviewing the assurance from the Executive Deputy Chairman and the Chief Financial Officer on the financial records and financial statements and the assurance from the relevant key management personnel regarding the adequacy and effectiveness of the risk management and internal control systems;
- (l) monitoring the investments in customers, suppliers and competitors made by the directors, controlling shareholders and their respective associates who are involved in the management of or have shareholding interests in similar or related business of the Company and making assessments on whether there are any potential conflicts of interests;
- (m) reviewing filings with the SGX-ST or other regulatory bodies which contain the Company's financial information and ensure proper disclosure;
- (n) commissioning and reviewing the findings of internal investigations into matters where there is any suspected fraud or irregularity or failure of internal controls or infringement of any law, rule and regulation which has or is likely to have a material impact on the Company's operating results and/or financial position;
- (o) reviewing policy and arrangements by which staff and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensuring that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken;
- (p) reviewing the risk management structure (including all hedging policies) and any oversight of the risk management processes and activities to mitigate and manage risk at acceptable levels determined by the directors;
- (q) reporting to the Board the work performed by the Audit & Risk Committee in carrying out its functions;
- (r) reviewing the co-operation given by officers to the external auditors; and
- (s) performing any other act as delegated by the Board and approved by the Audit & Risk Committee.

The Audit & Risk Committee is authorised to investigate any matter within its written terms of reference. The Audit & Risk Committee has full access to and the co-operation of Management and is given access to such resources as may be required for it to discharge its function properly. The Audit & Risk Committee also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors of the Company have unrestricted access to the Audit & Risk Committee.

Through annual updates from Management and the external auditors, the Audit & Risk Committee is kept abreast of changes to accounting standards, the Listing Manual of the SGX-ST and other regulations which could have an impact on the Group's business and financial statements.

The Audit & Risk Committee members also keep themselves updated through relevant publications and by attending relevant seminars and courses.

During FY2022, the Audit & Risk Committee has, among others, reviewed:

- (a) the audit plans of the external auditors and internal auditors;
- (b) the results of the internal auditors' examination and evaluation of the Group's system of internal accounting and operational controls;
- (c) the Group's financial and operating results and accounting policies;
- (d) the consolidated financial statements of the Group and the statement of financial position of the Company before their submission to the directors of the Company and the external auditors' report on those financial statements;
- (e) the half-year and full-year announcements on the consolidated financial statements of the Group and the changes in equity and financial position of the Company;
- (f) the co-operation and assistance given by the management to the external auditors and internal auditors of the Company;
- (g) the performance, independence, objectivity and appointment/re-appointment of the external auditors of the Company; and
- (h) the adequacy and effectiveness of the Company's internal controls and risk management systems.

Corporate Governance

External Auditor

The Board is responsible for the initial appointment of the external auditor. Shareholders then approve the appointment of the external auditor at the AGM of the Company. The external auditor holds office until its removal or resignation. The Audit & Risk Committee assesses the external auditor based on the requirements of the Listing Manual of the SGX-ST as well as other factors such as the performance and quality of its audit and the independence and objectivity of the auditor and recommends its appointment to the Board.

The Audit & Risk Committee has undertaken a review of the nature and value of all non-audit services provided to the Group by the current external auditors during FY2022 and is satisfied that the independence of the external auditors has not been affected by the provision of these services. The audit fees and non-audit fees paid or payable to the external auditors for FY2022 are set out below:

	S\$'000	Total Fees Paid (%)
Audit fees	178	86
Non-audit fees	29	14
Total fees	207	100

The Company confirmed that it has complied with Rule 712 and Rule 715 read together with Rule 716 of the Listing Manual of the SGX-ST in relation to the appointment of the external auditor.

The Audit & Risk Committee has also reviewed the Group's audited consolidated financial statements for FY2022 and discussed with Management and the external auditor the following significant matters which involved management judgment:

Significant matters	How the Audit & Risk Committee reviewed these matters and what decisions were made
Accounting for Engineering & Construction Contracts	<p>The Audit & Risk Committee reviewed the methodology used in the recognition of contract revenue and contract costs over time and had considered Management's assumptions, and estimates used in the determination of the total construction cost, variations or claims that will affect the measure of progress, revenue and profit margins recognised and found them to be reasonable.</p> <p>The accounting for construction contract was also an area of focus for the external auditor. The external auditor has included this item as a key audit matter in its audit report for the financial year ended 31 March 2022. Refer to page 91 of this Annual Report.</p>

Internal Audit

The Audit & Risk Committee oversees the implementation of an effective system of internal controls as well as putting in place a risk management framework to continually identify, evaluate and manage significant business risks of the Group. To support the Audit & Risk Committee in their role, the Audit & Risk Committee decides on the appointment, selection, termination and remuneration of the internal auditor appointed to carry out the internal audit function for the Group. The primary reporting line of the internal audit function is to the Chairman of the Audit & Risk Committee. Annually, the Audit & Risk Committee will review and approve audit plans and the resource requirement prepared by the internal auditor and shall ensure that the internal auditor is able to effectively and adequately discharge its duties. The Company's internal audit function is performed by the Internal Audit Department of its holding company, Boustead Singapore Limited.

The internal auditor has unrestricted access to all documents, records, properties and personnel of the Group and unrestricted direct access to the Audit & Risk Committee in carrying out its duties and responsibilities, and has appropriate standing within the Company.

The Audit & Risk Committee is satisfied that the internal audit function is adequately resourced and independent of the activities it audits, and is carried out by suitably qualified and experienced professionals with the relevant experience.

The Company may engage external service provider to perform internal audit service as and where required.

The internal audit work is carried out in accordance with the International Standards for the Professional Practice of Internal Auditing (IIA Standards) laid down in the International Professional Practices Framework issued by The Institute of Internal Auditors.

The Audit & Risk Committee reviews the adequacy and effectiveness of the Group's internal audit function on an annual basis and is satisfied that it is independent, effective and adequately resourced.

The Audit & Risk Committee meets at least once a year with the external auditors, and with the internal auditors, in each case, without the presence of Management.

Corporate Governance

Whistleblowing Policy

The Group is committed to meeting a high standard of ethical conduct in the conduct of the Group's operations, and has put in place a Whistleblowing Policy to facilitate independent investigation of any reportable conduct and appropriate follow-up actions.

The Whistleblowing Policy, endorsed by the Audit & Risk Committee, provides for a mechanism by which employees of the Group and third parties may, in good faith and in confidence, raise concerns or observations about possible corporate malpractice and impropriety in financial reporting or other matters directly to the Chairman of the Audit & Risk Committee, who is also a member of the Whistleblowing Committee specifically constituted for this purpose. The Whistleblowing Committee consists of the Chairman of the Audit & Risk Committee, Deputy Director, Human Resources and Senior Vice President, Internal Audit.

The policy framework ensures independent investigation of issues or concerns raised and implementation of appropriate follow-up action, and provides assurance that employees will be protected from reprisal within the limits of the law. Depending on the nature of the concern raised or information provided, the investigation may be conducted involving one or more of the following independent function(s): (a) the Audit & Risk Committee; (b) external or internal auditors; (c) forensic professional(s); or (d) the police or Commercial Affairs Department. The Group is committed to ensure the protection of whistleblowers and will not disclose the identity of a whistleblower and/or concerns raised by such whistleblower except when, among others, (a) the Group is legally obliged to disclose such information; or (b) information is disclosed on a confidential basis to obtain professional advice. Where an employee raises a genuine concern in good faith, the Company shall ensure that such employee shall not be at risk for losing his/her employment or suffer any retribution or harassment. Measures for the protection of the identity of a whistleblower as well as protection of a whistleblower against detrimental or unfair treatment are provided in the Whistleblowing Policy. The Whistleblowing Policy and the avenues for reporting are made available to employees of the Group and third parties, and are also available on the Company's website. Management reports to the Audit & Risk Committee at every quarterly meeting on whether they have received any whistleblower report in that quarter.

There was one reported incident pertaining to whistleblowing during FY2022. The Audit & Risk Committee commissioned an investigation process that was conducted in line with the requirements of the Whistleblowing Policy. Based on the results of the investigation, the Audit & Risk Committee is satisfied that there were no strong grounds to support the allegations, and agreed to take the case as closed.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11 - The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Shareholder Rights

The Company recognises the importance of maintaining accountability and transparency with its shareholders. The Board ensures that all shareholders are treated fairly and equitably and information is communicated to shareholders on a timely basis through annual reports, half-year and full-year financial results and announcements of significant transactions that are released on SGXNET. Shareholders are also able to access investor-related information of the Group through a well-maintained and updated corporate website at www.bousteadprojects.com.

The Notice of AGM, along with related information, is sent to every shareholder. Shareholders are also informed in writing that a soft copy of the Annual Report is available for download from the Company's corporate website at www.bousteadprojects.com.

Corporate Governance

Conduct of General Meetings

The Company ensures that all shareholders have the opportunity to participate effectively and vote at general meetings of shareholders and be informed of the rules, including voting procedures, that govern such meetings.

The Company's Constitution currently permits shareholders who are unable to attend general meetings in person to vote by way of proxy. Specifically, each shareholder is allowed to appoint up to two proxies to attend and vote at general meetings on his/her behalf, unless the shareholder is a relevant intermediary (as defined in Section 181 of the Companies Act). A shareholder which is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. A "relevant intermediary" includes corporations holding licences in providing nominee and custodial services and the Central Provident Fund Board ("**CPF**") where it purchases shares on behalf of the CPF investors.

Regulation 77A of the Company's Constitution also allows the directors to approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting, the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile. The Company has not implemented voting in absentia by mail, electronic mail or facsimile due to concerns relating to the authentication of shareholder identity and other related security and integrity issues.

To safeguard shareholders' interest, separate resolution is proposed on each substantially separate issue at the general meetings of shareholders, unless the issues are interdependent and linked so as to form one single proposal. All the resolutions at general meetings are in single item resolutions. Where the resolutions are combined, the Company will explain the reasons and material implications in the notice of meeting. Detailed information of the resolutions is provided in the explanatory notes to the Notice of AGM in the Annual Report.

All resolutions at general meetings of the Company are voted by poll as required by Rule 730A(2) of the Listing Manual of the SGX-ST. The detailed results of the electronic poll voting on each resolution tabled at general meetings, including the total number of votes "for", "against" or "abstain" in relation to each resolution tabled, are announced immediately at the general meetings and via SGXNET thereafter.

Shareholders are given the opportunity to raise questions and clarify any issues that they may have relating to the resolutions to be passed. The Board and senior management are present at each general meeting to respond to any questions from shareholders. The Group's external auditors are also present to address queries regarding the conduct of the audit and the preparation and content of the auditors' report. During FY2022, the AGM and an EGM of the Company were held on 28 July 2021, and all the directors of the Company attended both the AGM and EGM.

Minutes of general meetings, which incorporate substantial and relevant comments or queries from shareholders relating to the agenda of the meetings, and responses from the Board and Management, will be prepared by the company secretary and published on SGXNET and the Company's corporate website within one month after its general meetings. This is consistent with Provision 11.5 of the Code and the requirement of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**Order**").

Under the COVID-19 (Temporary Measures) Act 2020 and its subsidiary legislation, such as the COVID-19 (Temporary Measures) (Control Order) Regulations 2020, the Company's AGM and general meetings may be conducted by way of physical meeting or electronic means or held in accordance with existing law or legal instrument, if doing so would not breach any prevailing safe management measures. Due to the evolving nature of the COVID-19 situation in Singapore, the Board is of the view that the Company should proceed with its AGM for FY2022 by electronic means on 28 July 2022. Shareholders will be given opportunities to ask questions "live" during the webcast of the AGM and also to submit questions prior to the AGM.

Dividend Policy

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on, among others, the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and such other factors as the directors may deem appropriate. However, subject to the above, it is the Company's aim to declare and pay a sustainable dividend annually. The Company has been declaring dividends annually since financial year ended 31 March 2017.

In view of the very challenging conditions resulting from the COVID-19 pandemic and the Russia-Ukraine war and the significant adverse impact that the pandemic and the war are expected to have on the Company's financial results for the financial year ending 31 March 2023, the Board has recommended a final and special tax exempt one-tier dividend of 0.2 Singapore cents per ordinary share and 0.8 Singapore cents per ordinary share for FY2022 respectively. The Company will be seeking the approval of shareholders at the forthcoming AGM to be held for the declaration of the said proposed final dividend and special tax exempt one-tier dividend.

Corporate Governance

Engagement with Shareholders

Principle 12 - The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Company provides avenues for communication between the Board and all shareholders. The AGM is the principal forum for dialogue with shareholders. Shareholders are encouraged to participate effectively and vote at general meetings. Relevant rules and procedures governing such meeting are clearly communicated to all shareholders.

All material information on the performance and development of the Group and of the Company is disclosed in an accurate, comprehensive and timely manner through SGXNET, announcements, media releases and the Company's website. The Company does not practice selective disclosure of material information. All materials on the half-year and full-year financial results are made available on the Company's website and are accompanied by a media release in English.

The Company has a dedicated Investor Relations ("IR") Team who focuses on facilitating communications with all stakeholders (both institutional and retail shareholders, analysts and media) on a regular basis, attends to their queries or concerns as well as keeps investors or the public informed of the Group's corporate developments and financial performance. Communication activities include investor conferences, meetings and presentations to share the Company's business strategies and financial performance.

The Company has put in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with all shareholders. For details on the Group's IR activities in FY2022, please refer to the Stakeholder Relations section on pages 50 to 51 of this Annual Report.

Further, to enable shareholders to contact the Company easily, the contact details of the IR Team are set out on all announcements as well as on the Company's website. The IR Team has procedures in place for responding to investors' queries as soon as applicable.

MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

Principle 13 - The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

Managing Stakeholders' Relationships

The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups, which form part of its sustainability practices. The Company defines key or material stakeholders as groups that its businesses may have a significant impact on or vice versa, and who have a vested interest in the way the Company conducts its business. The Company deems stakeholder relations to be important for the sustainable growth of its businesses, and a common consideration for the Company is whether a specific business expansion can provide sustainable profit and simultaneously create direct and indirect benefits for as many key stakeholders in as many economic and ESG facets as possible.

Accordingly, the Company seeks to maintain an open and transparent dialogue with its material stakeholders. The Company regularly engages its stakeholders through various platforms and channels to ensure that its business interests are aligned with those of the stakeholders, to understand and address their concerns so as to improve services and products standards, as well as to sustain business operations for long term growth. Stakeholders identified by the Company include the Board, Management, shareholders, employees, clients, strategic partners, suppliers, lenders, investors, media, government and regulators and local communities.

The Company has identified the material ESG topics of relevance to its key stakeholders (i.e. the Company's business model, strategies and outlook; corporate governance; smart eco-sustainable solutions; quality and transformation; economic performance; business ethics; data and information security; talent acquisition, development, management and retention; succession planning; health and safety; environment as well as legal and regulatory compliance) taking into account stakeholders' views, needs and interests, and periodically reviews these on an ongoing basis. The Board oversees the management and monitoring of these matters as part of the Company's sustainability practices.

As a commitment to its stakeholders, the Company will disclose its strategy, practices and performance on these material ESG matters in the FY2022 Longevity Report (Sustainability Report), which will be available on the Company's website by 31 August 2022.

Corporate Governance

Corporate Website

The Company maintains a current corporate website at www.bousteadprojects.com to communicate and engage with its stakeholders. The Company's corporate website contains various information pertaining to the Group and the Company which serves as an important resource for investors and all stakeholders. The website is updated from time to time.

Measures Implemented to Protect Stakeholders from COVID-19

During the initial stages of the global COVID-19 pandemic, the Company moved quickly to safeguard the wellbeing of its stakeholders including its employees, subcontractors and their employees, clients and surrounding communities by implementing preventive and control measures such as strict health checks, social distancing measures, split team and telecommuting arrangements. The Company has implemented a large number of safe management measures – in line with or exceeding Singapore Government-advised levels – which have been detailed in the past FY2021 Longevity Report (Sustainability Report) and will be once again shared in the upcoming FY2022 Longevity Report (Sustainability Report).

The Company continues to monitor the COVID-19 situation and the Company's Human Resources department will update employees and implement such safe management measures as may be issued by government from time to time.

Recognition

Since November 2019, the Company continues to be in the SGX Fast Track Programme, which recognises the Company for its high corporate governance standards and good compliance track record, with prioritised clearance for the Company's corporate action submissions.

DEALINGS IN SECURITIES

The Company, its directors and officers, including employees who have access to price-sensitive information, are not to deal in the Company's securities on short-term considerations and, during the period commencing one month before the announcement of the Company's half year and full year financial statements, and ending on the date of announcement of the relevant results. The Company, its directors and officers, including employees who have access to price-sensitive information, are expected to comply with the Securities and Futures Act 2001 of Singapore, and observe laws against insider trading at all times.

MATERIAL CONTRACTS

Since the end of the previous financial year, no material contracts involving the interest of the Managing Director/chief executive officer, each director or controlling shareholder of the Company have been entered into by the Company or any of its subsidiaries, and no such contract subsisted as at 31 March 2022.

INTERESTED PERSON TRANSACTIONS

All transactions with interested persons must be negotiated and made at arm's length and reviewed by the Audit & Risk Committee.

For FY2022, the following transactions that the Group entered into would be regarded as interested person transactions pursuant to the Listing Manual of the SGX-ST:

Name of interested person	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S\$100,000)	
	Full-year ended 31.3.22 S\$'000	Full-year ended 31.3.21 S\$'000
Boustead Singapore Limited ("BSL") & its subsidiaries ("BSL Group")		
Expenses for office premises from the BSL Group ⁽¹⁾ (includes shared expenses such as IT, utilities and common area usage)	59	89

⁽¹⁾ This is deemed to have been specifically approved by shareholders upon the distribution of shares by dividend in specie following the extraordinary general meeting of Boustead Singapore Limited held on 16 April 2015 and is therefore not subject to Rules 905 and 906 of the Listing Manual of the SGX-ST to the extent that there are no subsequent changes to the terms of such agreement.

Corporate Governance

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION PURSUANT TO RULE 720(6) OF THE LISTING MANUAL OF THE SGX-ST

Mr Tam Chee Chong and Professor Yong Kwet Yew are the directors seeking re-election at the forthcoming AGM to be held on 28 July 2022 (collectively, the “Retiring Directors”).

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:

Name of Director	Tam Chee Chong	Yong Kwet Yew
Date of Appointment	01/05/2019	01/05/2019
Date of last re-appointment (if applicable)	26/07/2019	26/07/2019
Age	59	68
Country of principal residence	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the work experience and suitability of Mr Tam Chee Chong for re-appointment as the Non-Executive Director of the Company. The Board has concluded that Mr Tam Chee Chong possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the work experience and suitability of Professor Yong Kwet Yew for re-appointment as the Non-Executive Director of the Company. The Board has concluded that Professor Yong Kwet Yew possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director, Chairman of the Audit & Risk Committee and member of the Nominating Committee.	Independent Non-Executive Director, member of the Audit & Risk Committee*, member of the Remuneration Committee and member of the Nominating Committee. * Professor Yong Kwet Yew was appointed as a member of the Audit & Risk Committee with effect from 1 July 2022.
Professional qualifications	Fellow Chartered Accountant of both England & Wales and Singapore	BEng (1st Class Hons), PhD, FIES, PEng
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil

Corporate Governance

Name of Director	Tam Chee Chong	Yong Kwet Yew
Conflict of interest (including any competing business)	Nil	Nil
Working experience and occupation(s) during the past 10 years	<p>Group Chief Financial Officer, Senior Managing Director Fullerton Healthcare Corporation Ltd (2018-2019)</p> <p>Deputy Managing Partner – Markets Singapore (2016-2018)</p> <p>Leader – Deloitte Private Southeast Asia (2016 -2018)</p> <p>Partner – Family Enterprise Consulting (2016-2018)</p> <p>Regional Managing Partner - Financial Advisory Services for Deloitte Southeast Asia (2006-2016)</p>	Professor of Civil & Environmental Engineering and formerly Senior Vice President, National University of Singapore
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Shareholding interest in the listed issuer and its subsidiaries	Yes	Yes
Shareholding Details	<u>The Company</u> Direct interest – 100,000 ordinary shares	<u>The Company</u> Direct interest – 100,000 ordinary shares

Corporate Governance

Name of Director	Tam Chee Chong	Yong Kwet Yew
Other Principal Commitments (as defined in the Code) including directorships – Past (for the last 5 years)	<ol style="list-style-type: none"> 1. YMCA, Board Member 2. Institute of Singapore Chartered Accountants, Council Member 3. Deloitte Southeast Asia, Board Member 4. Singapore Turf Club, Honorary Steward 5. Singapore Corporate Award Organising Committee <ol style="list-style-type: none"> (a) Chairman, Best CFO Award Judging Panel (b) Member, Best CEO Award Judging Panel 6. Kembangan Chai Chee CCC, Chairman 7. Marine Parade Town Council, Member 8. Halogen Foundation Singapore, Board Member 9. Perun Consultants (Singapore) Pte. Ltd. 10. GSH Corporation Limited 11. Marine Parade Leadership Foundation, Alternate Member 	<ol style="list-style-type: none"> 1. Sr Vice President, NUS 2. Chairman, International Panel of Advisers, LTA 3. Board and Exco Member, LTA
Other Principal Commitments (as defined in the Code) including directorships – Present	<ol style="list-style-type: none"> 1. Kairos Corporate Advisory Pte. Ltd., Director 2. IFS Capital Limited 3. LAI City Holdings Pte. Ltd. 	<ol style="list-style-type: none"> 1. Professor, NUS 2. Independent Director, BBR Holdings (S) Ltd 3. Independent Director, Trittech Group Ltd 4. Chairman, PUB Coastal Protection Expert Panel 5. Development Projects Advisory Panel, MOF 6. MND Scientific Panel

Corporate Governance

Name of Director	Tam Chee Chong	Yong Kwet Yew
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgement against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No

Corporate Governance

Name of Director	Tam Chee Chong	Yong Kwet Yew
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Disclosure applicable to the appointment of Director only.		
Any prior experience as a director of an issuer listed on the Exchange?	N.A.	N.A.
If yes, please provide details of prior experience.	N.A.	N.A.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	N.A.	N.A.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)	N.A.	N.A.