





# NOTICE OF ANNUAL GENERAL MEETING

9. That contingent upon the passing of Ordinary Resolution 8 above, and in accordance with Rule 406(3)(d)(iii) of the Rules of Catalist which will take effect on 1 January 2022, shareholders to approve Mr Jimmy Yim Wing Kuen's continued appointment as an Independent Director of the Company; this Resolution shall remain in force until the earlier of Mr Jimmy Yim Wing Kuen's retirement or resignation or the conclusion of the third AGM following the passing of Ordinary Resolution 10 below.

**(Resolution 9)**

*[See Explanatory Note (iv)]*

10. That contingent upon the passing of Ordinary Resolution 9 above, and in accordance with Rule 406(3)(d)(iii) of the Rules of Catalist which will take effect on 1 January 2022, shareholders (excluding the directors and the chief executive officer and their associates) to approve Mr Jimmy Yim Wing Kuen's continued appointment as an Independent Director of the Company; this Resolution shall remain in force until the earlier of Mr Jimmy Yim Wing Kuen's retirement or resignation or the conclusion of the third AGM following the passing of Ordinary Resolution 9 above.

**(Resolution 10)**

*[See Explanatory Note (iv)]*

11. To approve the payment of Directors' fees of S\$145,000 for the financial year ended 31 December 2020. [31 December 2019: S\$145,000]

**(Resolution 11)**

12. To re-appoint Messrs Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

**(Resolution 12)**

13. To transact any other ordinary business which may properly be transacted at an AGM.

## **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

14. **GENERAL AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY (THE "SHARE ISSUE MANDATE")**

"That, pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the "**Companies Act**") and Rule 806(2) of the Rules of Catalist, authority be and is hereby given to the Directors of the Company to:-

- (a) (i) allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities or other instruments convertible into shares;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force.





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## 16. AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE SMG SHARE PLAN

“That, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the SMG Share Plan (the “Share Plan”) and to allot and issue such shares as may be required to be issued upon the release of awards under the Share Plan, provided always that the aggregate number of new ordinary shares to be allotted and issued pursuant to the Share Plan (including the aggregate number of shares issued or issuable pursuant to the Share Plan and any other scheme or plan for the time being of the Company), shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, shall continue in full force until the conclusion of the next AGM of the Company or the date by which the next AGM is required by law to be held, whichever is earlier.”

**(Resolution 15)**

*[See Explanatory Note (vii)]*

## 17. THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

THAT:-

(a) for the purposes of the Rules of Catalist and Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire fully paid issued ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchase(s) transacted through the SGX-ST’s trading system through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

(b) the authority conferred on the Directors of the Company pursuant to the proposed renewal of the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the conclusion of the next AGM or the date by which such AGM is required by law to be held;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by ordinary resolution of the Company in general meeting;



# NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

**“Maximum Percentage”** means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

**“Maximum Price”** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and

(ii) in the case of an off-market purchase of a Share, 120% of the Average Closing Price of the Shares;

where:

**“Average Closing Price”** means the average of the closing market prices of the Shares over the last five market days on which transactions in the Shares on the SGX-ST were recorded immediately preceding the day of the on-market purchase by the Company or, as the case may be, preceding the day of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and

**“date of the making of the offer”** means the date on which the Company announces its intention to make an offer for the purchase of Shares from holders of Shares stating the purchase price and the relevant terms of the equal access scheme for effecting the off-market purchase;

(d) the Directors of the Company be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate, in any manner as they think fit which is allowable under the Companies Act; and

(e) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

**(Resolution 16)**

*[See Explanatory Note (viii)]*

On Behalf of the Board  
Tony Tan Choon Keat  
Non-Executive Chairman

9 April 2021

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## Explanatory Notes:

(i) The Ordinary Resolution 3 is to re-elect Dr Wong Seng Weng who will be retiring pursuant to Article 94 of the Company's Articles of Constitution and if he is re-elected, he will continue in office as Executive Director of the Company. Key information on Dr Wong Seng Weng is found on pages 9 to 14 of the Notice of AGM.

(ii) The Ordinary Resolution 4 is to re-elect Ms Stefanie Yuen Thio who will be retiring pursuant to Article 94 of the Company's Article of Constitution and if re-elected, she will remain as an Independent Director and member of the Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Rules of Catalist and Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Key information on Ms Stefanie Yuen Thio is found on pages 9 to 14 of the Notice of AGM.

(iii) Mr Ho Lon Gee, who was appointed as an Independent Director of the Company since 22 June 2009, has served the Board beyond nine years. Pursuant to the Transitional Practice Note 2 Transitional Arrangements Regarding Code of Corporate Governance 2018, with effect from 1 January 2022, Rule 406(d)(iii) of the Rules of Catalist requires a Director whose continued appointment as an Independent Director has exceeded an aggregate period of nine years to seek approval in separate resolutions by (i) all shareholders; and (ii) all shareholders, excluding shareholders who also serve as directors or chief executive officer, and associates of such directors and chief executive officer. Accordingly, Mr Ho Lon Gee will be required to adhere to the above two-tier voting mechanism should he wish to seek for re-election. Key information on Mr Ho Lon Gee is found on pages 14 to 19 of the Notice of AGM.

Mr Ho Lon Gee will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Audit Committee, and member of the Nominating Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Rules of Catalist and Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Consequently, upon the passing of Ordinary Resolutions 5 to 7, Mr Ho Lon Gee will continue to serve as an Independent Director, until the earlier of his retirement or resignation or the conclusion of the third AGM following the passing of Ordinary Resolutions 5 to 7.

(iv) Mr Jimmy Yim Wing Kuen, who was appointed as an Independent Director of the Company since 22 June 2009, has served the Board beyond nine years. Pursuant to the Transitional Practice Note 2 Transitional Arrangements Regarding Code of Corporate Governance 2018, with effect from 1 January 2022, Rule 406(d)(iii) of the Rules of Catalist requires a Director whose continued appointment as an Independent Director has exceeded an aggregate period of nine years to seek approval in separate resolutions by (i) all shareholders; and (ii) all shareholders, excluding shareholders who also serve as directors or chief executive officer, and associates of such directors and chief executive officer. Accordingly, Mr Jimmy Yim Wing Kuen will be required to adhere to the above two-tier voting mechanism should he wish to seek for re-election. Key information on Mr Jimmy Yim Wing Kuen is found on pages 14 to 19 of the Notice of AGM.

Mr Jimmy Yim Wing Kuen will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and Remuneration Committee, and member of the Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Rules of Catalist and Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Consequently, upon the passing of Ordinary Resolutions 8 to 10, Mr Jimmy Yim Wing Kuen will continue to serve as an Independent Director, until the earlier of his retirement or resignation or the conclusion of the third AGM following the passing of Ordinary Resolutions 8 to 10.

(v) The Ordinary Resolution 13 proposed in item 14 above, if passed, will empower the Directors of the Company from the date of the above AGM until the date of the next AGM, to allot and issue shares and/or Instruments (as defined above) in the capital of the Company. The aggregate number of shares and/or convertible securities which the Directors may allot and issue under this Resolution, shall not exceed one hundred percent (100%) of the total issued shares (excluding treasury shares) in the capital of the Company, of which the aggregate number of shares and/or convertible securities other than on a pro-rata basis to all shareholders of the Company, shall not exceed fifty percent (50%) of the total issued shares (excluding treasury shares) in the capital of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors of the Company are empowered to issue shares pursuant to any convertible securities issued under this authority.

(vi) The Ordinary Resolution 14 proposed in item 15 above, if passed, will empower the Directors of the Company, from the date of the above AGM until the date of the next AGM, to grant options and to allot and issue shares pursuant to the exercise of the options under the Option Scheme, (including options granted under the Option Scheme and any other scheme or plan for the time being of the Company) of up to a number not exceeding in total fifteen percent (15%) of the total issued shares (excluding treasury shares) in the capital of the Company from time to time.

(vii) The Ordinary Resolution 15 proposed in item 16 above, if passed, will empower the Directors of the Company, from the date of the above AGM until the date of the next AGM, to grant awards and to allot and issue shares upon the release of awards under the Share Plan, (including award granted under the Share Plan and any other scheme or plan for the time being of the Company) of up to a number not exceeding in total fifteen percent (15%) of the total issued shares (excluding treasury shares) in the capital of the Company from time to time.

(viii) The Ordinary Resolution 16 proposed in item 17 above, if passed, will empower the Directors of the Company from the date of the above AGM until the date of the next AGM, to exercise all powers of the Company to purchase or otherwise acquire (whether by way of market purchases or off-market purchases) the Shares on the terms of the Share Buy-Back Mandate, as set out in the Appendix to Shareholders dated 9 April 2021. Please refer to the aforementioned Appendix to Shareholders for further details.

The Company may use internal sources of funds and/or external borrowings to finance the Company's purchases and acquisitions of its Shares pursuant to the Share Buy-Back Mandate. The Directors of the Company do not propose to exercise the Share Buy-Back Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Company or the Group would be materially adversely affected.



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The amount of financing required for the Company to purchase its Shares pursuant to the Share Buy-Back Mandate and the impact on the Company's financial position, cannot be realistically ascertained as at the date of this Notice as this will depend on factors such as the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant times and the amount (if any) borrowed by the Company to fund the purchases, whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased are held in treasury or cancelled.

Illustrative financial effects of the Share Buy-Back are set out in the aforementioned Appendix to Shareholders.

## NOTICE OF RECORD DATE AND FINAL DIVIDEND PAYMENT DATE

Notice is hereby given that, subject to the approval of shareholders for the final dividend at the AGM to be convened and held on 26 April 2021, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 pm on 4 May 2021. Duly completed Registrable Transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 up to 5.00 pm on 4 May 2021 (the "Entitlement Date") will be registered to determine shareholders' entitlements to the final dividend. Subject as aforesaid, shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 pm on the Entitlement Date will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 12 May 2021.

### Important Notes:

#### 1. Pre-Registration

The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice is available on SGXNet and the Company's website at <http://www.smg.sg/investor-relations/>.

A member will be able to participate at the AGM by watching the AGM proceedings via a "live" audio-visual webcast via mobile phones, tablets or computers. In order to do so, a member must pre-register by 12.00 pm on 22 April 2021, at <https://conveneagm.sg/smg2021/> for the Company to authenticate his/her/its status as member of the Company. Authenticated members will receive email instructions on how to access the "live" audio-visual webcast of the proceedings of the AGM by 12.00 p.m. on 23 April 2021. Members who do not receive an email by 12.00 p.m. on 23 April 2021, but have registered by the 22 April 2021 deadline, may contact the Company at [AGM2021@smg.sg](mailto:AGM2021@smg.sg).

Investors who hold shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the "live" audio-visual webcast of the AGM should approach their respective depository agents to pre-register by 5.00 p.m. on 12 April 2021 in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

#### 2. Submission of Questions

Members will not be able to ask questions during the "live" audio-visual webcast of the AGM. A member who pre-registers to watch the "live" audio-visual webcast may also submit questions related to the AGM. To do so, all questions must be submitted by 12.00 pm on 22 April 2021 by email to [AGM2021@smg.sg](mailto:AGM2021@smg.sg).

The Company will endeavour to address all substantial and relevant questions received from members during or prior to the AGM via SGXNet and on the Company's website at <http://www.smg.sg/investor-relations/>.

#### 3. Submission of Proxy Forms

A member will not be able to vote through the "live" audio-visual webcast and voting is only through submission of proxy forms. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint **the Chairman of the Meeting** as his/her/its proxy to vote on his/her/its behalf at the AGM. The proxy form for the AGM can be accessed at the Company's website at <http://www.smg.sg/investor-relations/>, and is made available with this Notice of AGM on SGXNet on the same day.

Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing **the Chairman of the Meeting** as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by 5.00 p.m. on 12 April 2021 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by 3.00 pm on 24 April 2021.

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as a proxy, need not be a member of the Company.

The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- (a) if submitted by post, be deposited at the Company's registered office at 1004 Toa Payoh North #06-03/07 Singapore 318995; or
- (b) if submitted by email, to deposit via [AGM2021@smg.sg](mailto:AGM2021@smg.sg);

in either case, not less than forty-eight (48) hours before the time appointed for the holding of the AGM.



# NOTICE OF ANNUAL GENERAL MEETING

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).

In the case of a member whose shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member is not shown to have shares entered against his/her/its name in the depository register as at seventy-two (72) hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

#### 4. Annual Report and Other Documents

The Annual Report for the financial year ended 31 December 2020 which was issued and released on 9 April 2021 can be accessed at SGXNet and at the Company's website at <http://www.smg.sg/investor-relations/>.

#### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This Notice has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch, (the "**Sponsor**") for compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

*The contact person for the Sponsor is Mr Eric Wong, Director, Investment Banking, Singapore. The contact particulars are 50 Raffles Place, #09-01, Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.*

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Dr Wong Seng Weng, Ms Stefanie Yuen Thio, Mr Ho Lon Gee and Mr Jimmy Yim Wing Kuen are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be held on Monday, 26 April 2021 at 3.00 p.m. (“**AGM**”) (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

Pursuant to Rule 720(5) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules:

	<b>Dr Wong Seng Weng</b>	<b>Ms Stefanie Yuen Thio</b>
Date of Appointment	14 August 2015	27 April 2018
Date of last re-appointment	27 April 2018	–
Age	51	51
Country of principal residence	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Dr Wong Seng Weng as an Executive Director of the Company is recommended by the Nominating Committee and by the Board after reviewing and considering Dr Wong Seng Weng’s qualifications, knowledge and skills, experience, suitability and contributions to the core competencies of the Board and the Board Committees.	The re-election of Ms Stefanie Yuen Thio as an Independent Director of the Company is recommended by the Nominating Committee and by the Board after reviewing and considering Ms Stefanie Yuen Thio’s qualifications, knowledge and skills, experience, suitability and contributions to the core competencies of the Board and the Board Committees.
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director  Area of Responsibility: Medical Director and Consultant Medical Oncologist of The Cancer Centre, a clinic operating under the Singapore Medical Group of Companies	Independent Director and Member of Audit Committee
Professional qualifications	Bachelor of Medicine and Bachelor of Surgery, National University of Singapore  Membership of the Royal Colleges of Physicians of the United Kingdom (MRCP UK)  Specialist Accreditation in Medical Oncology, Ministry of Health Singapore  Fellow of the Academy of Medicine of Singapore (FAMS) and College of Physicians of Singapore	Bachelor of Laws

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Dr Wong Seng Weng	Ms Stefanie Yuen Thio
Working experience and occupation(s) during the past 10 years	Medical Director and Consultant Medical Oncologist of The Cancer Centre	Joint Managing Partner of TSMP Law Corporation
Shareholding interest in the listed issuer and its subsidiaries	Dr Wong Seng Weng holds 10,868,853 shares, which represents 2.25% of the issued and paid-up share capital of the Company as at 9 April 2021.	Ms Stefanie Yuen Thio holds 100,000 shares, which represents 0.02% of the issued and paid-up share capital of the Company as at 9 April 2021.
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	No	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships#	No	Yes
Past (for the last 5 years)	Nil	Past directorship: <ul style="list-style-type: none"> <li>Independent Director, ARA-CWT Trust Management (CACHE) Limited</li> </ul>
Present	Nil	Present directorship: <ul style="list-style-type: none"> <li>Independent Director, ESR Funds Management (S) Limited;</li> <li>Independent Director, ARA Trust Management (USH) Pte. Ltd.;</li> <li>Independent Director, ARA Business Trust Management (USH) Pte. Ltd.;</li> <li>Executive Director, TSMP Law Corporation</li> </ul>

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Dr Wong Seng Weng	Ms Stefanie Yuen Thio
<p><b>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.</b></p>		
(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 judgment 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

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Dr Wong Seng Weng	Ms Stefanie Yuen Thio
(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
(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

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Dr Wong Seng Weng	Ms Stefanie Yuen Thio
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>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</p> <p>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</p> <p>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</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No
<p>(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?</p>	No	No

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Dr Wong Seng Weng	Ms Stefanie Yuen Thio
<b>Disclosure applicable to the appointment of Director only</b>		
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>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.</p> <p>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).</p>	Not Applicable	Not Applicable

	Mr Ho Lon Gee	Mr Jimmy Yim Wing Kuen
Date of Appointment	22 June 2009	22 June 2009
Date of last re-appointment	25 April 2019	23 June 2020
Age	70	61
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Ho Lon Gee as an Independent Director of the Company is recommended by the Nominating Committee and by the Board after reviewing and considering Mr Ho Lon Gee's qualifications, knowledge and skills, experience, suitability and contributions to the core competencies of the Board and the Board Committees.	The re-election of Mr Jimmy Yim Wing Kuen as an Independent Director of the Company is recommended by the Nominating Committee and by the Board after reviewing and considering Mr Jimmy Yim Wing Kuen's qualifications, knowledge and skills, experience, suitability and contributions to the core competencies of the Board and the Board Committees.
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.)	Lead Independent Director, Chairman of Audit Committee and Member of Nominating Committee and Remuneration Committee	Independent Director, Chairman of Nominating Committee, Chairman of Remuneration Committee and Member of Audit Committee

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ho Lon Gee	Mr Jimmy Yim Wing Kuen
Professional qualifications	Chartered Accountant, Institute of Singapore Chartered Accountants	Master of Laws Bachelor of Laws
Working experience and occupation(s) during the past 10 years	Managing Director & Chief Executive Officer, Tricor Singapore Pte. Ltd.	Chairman of Board of Drew & Napier LLC and Managing Director of Dispute Resolution
Shareholding interest in the listed issuer and its subsidiaries	Mr Ho Lon Gee holds 100,000 shares, which represents 0.02% of the issued and paid-up share capital of the Company as at 9 April 2021.	Mr Jimmy Yim Wing Kuen holds 1,360,300 shares, which represents 0.28% of the issued and paid-up share capital of the Company as at 9 April 2021.
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	No	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships#	Yes	Yes
Past (for the last 5 years)	Nil	Past directorship: <ul style="list-style-type: none"> <li>Independent Director, ARA-CWT Trust Management (CACHE) Limited</li> </ul>
Present	Present directorship: <ul style="list-style-type: none"> <li>Managing Director &amp; Chief Executive Officer, Tricor Singapore Pte. Ltd.</li> </ul>	Present directorship: <ul style="list-style-type: none"> <li>Independent Director, Low Keng Huat (Singapore) Limited;</li> <li>Director and Deputy Executive Chairman, Drew &amp; Napier LLC;</li> <li>Non-Executive Director, Vanda Global Capital Pte Ltd</li> </ul>

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ho Lon Gee	Mr Jimmy Yim Wing Kuen
<p><b>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.</b></p>		
<p>(l) 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?</p>	No	No
<p>(m) 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?</p>	No	No
<p>(n) Whether there is any unsatisfied judgment against him?</p>	No	No
<p>(o) 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?</p>	No	No

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ho Lon Gee	Mr Jimmy Yim Wing Kuen
(p) 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
(q) 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
(r) 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
(s) 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
(t) 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

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ho Lon Gee	Mr Jimmy Yim Wing Kuen
<p>(u) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>v. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>vi. 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</p> <p>vii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>viii. 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</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No
<p>(v) 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?</p>	No	No

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ho Lon Gee	Mr Jimmy Yim Wing Kuen
<b>Disclosure applicable to the appointment of Director only</b>		
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>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.</p> <p>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).</p>	Not Applicable	Not Applicable