

## CORPORATE GOVERNANCE

### Note:

The questions listed out in this column are extracted from the Singapore Exchange Limited's Disclosure Guide on Compliance with the Code of Corporate Governance 2012. The response to each question is set out in bold after the question.

### General:

(a) Has the Company complied with all the principles and guidelines of the Code? If not, please state the specific deviations and the alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.

**The Company has complied with most of the principles and guidelines of the Code. Where there are differences in the Company's practices, these are set out within this report.**

(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines in the Code?

**The reasons for the differences in practices are also set out within this report.**

City Developments Limited ("CDL" or the "Company") is committed to upholding a high standard of corporate governance and business integrity in all its business activities, which is essential for the long-term sustainability of the Group's businesses and the enhancement of shareholders' value.

To demonstrate its commitment towards excellence in corporate governance, CDL had joined the Securities Investors Association Singapore ("SIAS") and its partners since 2010 in making the following public Statement of Support, which was reiterated at the 7th Singapore Corporate Governance Week 2016 (organised by SIAS) in September 2016:

**"As an Organisation, we are committed to upholding high standards of corporate governance to enhance shareholder value. We believe practising good corporate governance is central to the health and stability of our financial markets and economy."**

### Corporate Governance Accolades

- At the SIAS Investors' Choice Awards 2016, CDL was declared the winner in the prestigious "Most Transparent Company Award 2016" in the Real Estate category for our efforts in upholding high standards of corporate disclosure and transparency.
- CDL was also conferred the Merit award for Diversity under the Singapore Corporate Governance Award. The Diversity Award recognises excellence in promoting diversity of boards of directors amongst SGX listed companies.
- CDL also took the Runner-Up award for Internal Audit Excellence, an award which seeks to honour and recognise public listed companies that have put in place an effective internal audit function which enhances companies' corporate governance, risk management and internal controls.
- As CDL continues its journey to uphold the highest standards of corporate governance, it is heartening to note that we have improved our ranking on the Singapore Governance and Transparency Index (SGTI) from the 24th position in 2015 to the 10th position in 2016. The SGTI is aimed at assessing companies on their corporate governance disclosure and practices, as well as the timeliness, accessibility and transparency of their financial results announcement.

The Company has complied with Listing Rule 710 by describing in this report CDL's corporate governance practices with specific reference to the principles and guidelines of the Code of Corporate Governance 2012 ("2012 Code"). Where the Company's practices differ from the principles and guidelines under the 2012 Code, the Company's position in respect of the same is also set out in this report.

## BOARD MATTERS

### Principle 1: The Board's Conduct of Affairs

#### The Primary Functions of the Board

The Board oversees the Company's business and its performance under its collective responsibility for the long-term success of the Company, working with the Senior Management to achieve the strategic objectives of the Company. The Board's primary functions are to provide leadership, set broad policies, provide guidance on and approve strategic objectives, ensure that necessary financial, operational and human resources are in place for the Company to meet its objectives, review the performance of the Company and its subsidiaries (the "Group") and Management's performance, and satisfy itself as to the adequacy and effectiveness of the framework and processes for internal controls (including financial, operational, compliance and information technology ("IT") controls) and risk management for the safeguarding of shareholders' interests and the Group's assets. The Board assumes responsibility for good corporate governance and sets the Company's corporate values and ethical standards through the Company's policies

with a view to ensuring that its obligations to shareholders and stakeholders are clearly understood and met.

### **Sustainability**

The Board is committed to the Company's strategic approach to integrating sustainability in all aspects of its business and operations, and to advance the Company's sustainability efforts and achievements.

In this regard, the Board has delegated to the Board Sustainability Committee ("BSC") the general oversight of the Board's attention to sustainability issues and sustainability reporting. Previously known as the Corporate Social Responsibility & Corporate Governance (CSR-CG) Committee, the BSC was renamed in 2016 to better reflect the role of the Board in advancing sustainability within the organisation. The BSC comprises three Directors, all of whom are independent non-executive Directors. The BSC's terms of reference sets out, *inter alia*, the objectives, roles and responsibilities of the BSC and include its purview over matters relating to the environmental, social and governance (ESG) framework, ESG targets, the sustainability reporting framework and also the Company's policies, practices and performance on its material ESG factors which are significant and contribute to the Company's performance, business activities, and/or reputation as a global corporate citizen. Further information on the Board Statement and the Company's sustainability practices are set out in the Sustainability Board Statement on pages 70 to 77 of this Annual Report 2016 ("AR").

The Company also publishes an annual full Sustainability Report that provides more details on CDL's ESG activities and performance. The dedicated report on CDL's sustainability efforts addresses the social and environmental impacts that are pertinent to the Company's business, as well as shares the Company's engagement with stakeholders. CDL's Sustainability Reports are prepared in accordance with the Global Reporting Initiative (GRI) Guidelines. The last Integrated Sustainability Report 2016 was aligned with GRI's latest G4 Guidelines at the Comprehensive level and for the first time, CDL adopted the International Integrated Reporting Council's (IIRC) Integrated Reporting approach. The Company will be issuing its Integrated Sustainability Report 2017 by the second quarter of 2017. These Sustainability Reports are available on CDL's corporate website.

### **Directors' Objective Discharge of Duties & Declaration of Interests**

All Directors are required to objectively discharge their duties and responsibilities in the interests of the Company. As part of the Nominating Committee's annual evaluation of the Board, one of the assessment criteria pertains to the ability of the individual Director to exercise objectivity in the discharge of his responsibilities in the interests of the Company.

Directors, who are in any way, directly or indirectly, interested in a transaction or proposed transaction, will declare the nature of their interests in accordance with the provisions of the Companies Act, Chapter 50, and also abstain from participating in the deliberation of the Board and/or the Committees on such transactions, with abstention duly recorded within the minutes and/or the resolutions of the Board and/or the Committees.

### **Delegation by the Board**

The primary functions of the Board are either carried out directly by the Board or through committees established by the Board, namely, the Board Committee ("BC"), the Audit & Risk Committee ("ARC"), the Nominating Committee ("NC"), the Remuneration Committee ("RC") and the Board Sustainability Committee ("BSC"), all collectively referred to hereafter as the "Committees".

Specific written terms of reference for each of the Committees set out the authority and responsibilities of the Committees. All terms of reference for the Committees are approved

by the Board and reviewed periodically to ensure their continued relevance taking into account the changes in the business, governance and legal environment.

The delegation of authority by the Board to the Committees enables the Board to achieve operational efficiency by empowering these Committees to decide, review and make recommendations on matters within their respective written terms of reference and/or limits of delegated authority, without abdicating the Board's overall responsibility.

<b>Committees</b>	<b>Composition</b>
Board Committee	Kwek Leng Beng Kwek Leng Peck Tang See Chim Chan Soon Hee Eric Tan Yee Peng
Audit & Risk Committee	Chan Soon Hee Eric (chairman) Tang See Chim Tan Yee Peng Koh Thiam Hock
Nominating Committee	Philip Yeo Liat Kok (chairman) Kwek Leng Beng Chan Soon Hee Eric
Remuneration Committee	Chan Soon Hee Eric (chairman) Tang See Chim Philip Yeo Liat Kok
Board Sustainability Committee	Chan Soon Hee Eric (chairman) Philip Yeo Liat Kok Tan Poay Seng

Please refer to the sections on Principles 4, 5, 7 and 12 in this report for further information on the activities of the NC, RC and ARC. Information on the activities of the BC can be found under the "Board Approval" paragraph in this section on Principle 1, whilst information on the activities of the BSC can be found under the "Sustainability" paragraph within this section on Principle 1 in the earlier part of this report.

#### **Board Processes**

Meetings of the Board and Committees are held regularly, with the Board meeting no less than four times a year. Five Board meetings were held in 2016. At the regular quarterly Board meetings, the Board agenda includes presentations by the Senior Management and other key executives on the Group's strategic initiatives, updates on the Group's investments and developments in Singapore and overseas, and the Group's financial performance.

A meeting of the non-executive Directors ("NEDs"), chaired by the Lead Independent Director ("Lead ID"), was held in 2016. Meetings of the NEDs and IDs are convened as often as may be warranted by circumstances.

The proposed meetings for the Board and all Committees for each new calendar year are set out in a schedule of meetings and notified to all Board members before the start of that calendar year. Additional meetings are convened as and when circumstances warrant. Records of all such meetings including discussions on key deliberations and decisions taken are maintained by the Company Secretary. The Company's Constitution allows for the meetings of its Board and the Committees to be held via teleconferencing and video-conferencing. The Board and the Committees may also make decisions by way of circulating written resolutions.

The attendance of the Directors at the Annual General Meeting of the Company ("AGM") and meetings of the Board and the Committees, as well as the frequency of such meetings in 2016, is disclosed below. Notwithstanding such disclosure, the Board is of the view that the contribution of each Director should not be focused only on his/her attendance at meetings of the Board and/or the Committees. A Director's contribution also extends beyond the confines of the formal environment of such meetings, through the sharing of views, advice, experience and strategic networking relationships which would further the interests of the Company. The Directors also, whether individually or collectively, engage with the Senior Management, heads of the Group's business units and departments and the Group's external consultants in order to better understand the challenges faced by the Group and the input of the Directors, through such engagement, provide valuable perspective to the Management.

### Directors' Attendance at the AGM, and Meetings of the Board, the Committees and the NEDs in 2016

	Board	ARC	NC	RC	BSC	NEDs	AGM
Number of meetings held in 2016	5	5	4	3	1	1	1
Name of Directors	Number of meetings attended in 2016						
Kwek Leng Beng <sup>(3)</sup>	5	N.A.	3	N.A.	N.A.	N.A.	1
Kwek Leng Peck	5	N.A.	N.A.	N.A.	N.A.	1	1
Tang See Chim	5	5	N.A.	3	N.A.	1	1
Philip Yeo Liat Kok <sup>(3)</sup>	4	N.A.	4	3	1	–	1
Tan Poay Seng	5	N.A.	N.A.	N.A.	1	1	1
Chan Soon Hee Eric <sup>(1)(3)</sup>	5	5	4	3	1	1	1
Tan Yee Peng	5	5	N.A.	N.A.	N.A.	1	1
Koh Thiam Hock <sup>(2)</sup>	1	1	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

<sup>(1)</sup> Mr Chan Soon Hee Eric was appointed the chairman of the BSC on 4 February 2016.

<sup>(2)</sup> Mr Koh Thiam Hock was appointed a Director and a member of the ARC on 5 September 2016.

<sup>(3)</sup> All Directors, including Mr Kwek Leng Beng (the Chairman of the Board), Mr Philip Yeo Liat Kok (the chairman of the NC) and Mr Chan Soon Hee Eric (the chairman of the ARC, RC and BSC), were in attendance at the AGM in 2016, together with the Senior Management and the Company's external auditors.

#### Guideline 1.5

What are the types of material transactions which require approval from the Board?

Please refer to the section under the header "Board Approval".

#### Board Approval

The Board has in place an internal guide wherein certain key matters are specifically reserved for approval by the Board and these include the setting of strategic direction or policies or financial objectives which have or may have material impact on the profitability or performance of the Group; decisions to commence, discontinue or modify significantly any business activity or to enter into or withdraw from a particular market sector; corporate or financial restructuring; decisions over new borrowings or significant amendments to the terms and conditions of existing borrowings other than in the ordinary course of business; material acquisition and disposal of assets; adoption of corporate policies and any other matters which require Board approval as prescribed under the relevant legislations and regulations as well as the provisions of the Company's Constitution.

Aligned with the Company's strategy to develop growth platforms in key international markets, the Board has put in place an investment matrix with established authority limits for the Group's overseas acquisitions in some of these key markets in which the Group is actively developing its presence.

The BC comprises five Directors with the majority of its members being non-executive. The BC's principal responsibility as set out in its terms of reference, approved by the Board, is to assist the Board in the discharge of its duties which include, in particular, assisting the

Board in approving banking-related matters such as the opening, closing and maintenance of banking accounts of the Company and the acceptance of up to certain limits of banking facilities extended to the Company, operational matters relating to property development activities and other matters determined by the Board from time to time.

Management is fully apprised of such matters which require the approval of the Board or the Committees. The Company also has a structured authority matrix which sets out the delegated authority to various levels of Management.

### Guideline 1.6

(a) Are new directors given formal training?

If not, please explain why.

**Yes. Please refer to the section under the header "Board Orientation and Training".**

(b) What are the types of information and training provided to (i) new directors and (ii) existing directors to keep them up-to-date?

**The types of information and training provided are set out in the section under the header "Board Orientation and Training".**

### Board Orientation and Training

Every newly appointed Director receives a formal letter, setting out his general duties and obligations as a Director pursuant to the relevant legislations and regulations. The new Director will also receive an induction pack containing information and documents relating to the roles, duties and responsibilities of a director and a member of the Committees, the Group's principal businesses, the Company's Board processes and corporate governance practices, relevant Company policies and procedures as well as a board meeting calendar for the year with a brief of the routine agenda for each meeting.

The Company also conducts a comprehensive induction programme for newly appointed Directors and for existing Directors pursuant to their appointments to any of the Committees, which seeks to familiarise Directors with the Group's principal businesses, the Company's board processes, internal controls and governance practices. The induction programme includes meetings with various key executives of the Management to allow the new Directors to be acquainted with the Management team and to facilitate their independent access to the Management team in future. The programme also includes briefings by the Management team on key areas of the Company's operations.

In February 2016, Mr Chan Soon Hee Eric was appointed the chairman of the BSC. In addition, Ms Tan Yee Peng was appointed a member of the BC. Both Mr Chan and Ms Tan were provided the respective terms of reference setting out the authority and responsibilities of the BSC and the BC. Mr Chan was also briefed by the Chief Sustainability Officer, with the Chief Executive Officer ("CEO") in attendance, on the Company's sustainability initiatives.

Mr Koh Thiam Hock, who was appointed to the Board in September 2016, was given detailed briefings by the Senior Management, primarily, the CEO, Deputy CEO, Group General Manager ("GGM") and Head of Asset Management/Chief Strategy Officer ("CSO") in respect of the Group's businesses and operations. The Company Secretaries briefed Mr Koh separately on the Company's internal corporate governance practices, and the directors' duties and responsibilities pursuant to relevant legislations. In addition, Mr Koh who was also appointed to the ARC, was similarly briefed by the Chief Financial Officer ("CFO"), the Head of Internal Audit and the Senior Manager of Enterprise Risk Management department on the Group's financial, internal controls and risk management matters respectively.

For a first time Director who has no prior experience as a director of a listed company, in addition to the induction as detailed above, he or she will be encouraged to also attend the Listed Company Director ("LCD") Programme conducted by the Singapore Institute of Directors ("SID") in order to acquire relevant knowledge of what is expected of a listed company director. Completion of the LCD Programme, which focuses on comprehensive training of company directors on compliance, regulatory and corporate governance matters, should provide the first time Director with a broad understanding of the roles and responsibilities of a director of a listed company under the requirements of the Companies Act, Chapter 50, the Listing Manual of SGX-ST ("Listing Manual") and the 2012 Code.

The Directors are also provided with updates and/or briefings from time to time by professional advisers, auditors, Management and the Company Secretary in areas such as

directors' duties and responsibilities, corporate governance practices, relevant legislations and regulations, risk management and financial reporting standards. The Directors are also regularly kept informed by the Company Secretary of the availability of appropriate courses, conferences and seminars such as those conducted by the SID, and the Directors are encouraged to attend such training at the Company's expense. The NC and the Board are kept informed of the trainings attended by the Directors during the year. As part of the NC's annual assessment of the skills set of the Board and the Committees, the NC would also recommend further training for the Directors in specific areas, if so required, to supplement the regular updates/briefings provided to the Directors from time to time.

Two in-house seminars were conducted by invited external speakers in 2016, the first relating to a review of the Singapore Budget 2016 and the second being a Sustainability Forum on the subject of global and local trends of sustainability integration to enhance business value and long term growth.

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Approximately 90% of the Board attended various training seminars and workshops in 2016	=	Accounted for more than 80 training hours in aggregate
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In addition to the training courses/programmes and briefing updates, Directors are also at liberty to approach Management should they require any further information or clarification concerning the Company's operations.

## CORPORATE GOVERNANCE

### Guideline 2.1

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*Does the Company comply with the guideline on the proportion of independent directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.*

**Yes. Please refer to the section under the header "Board Independence".**

### Guideline 2.3

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*(a) Is there any director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent? If so, please identify the director and specify the nature of such relationship.*

**No.**

*(b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.*

**Not Applicable.**

### Guideline 2.4

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*Has any independent director served on the Board for more than nine years from the date of his first appointment? If so, please identify the director and set out the Board's reasons for considering him independent.*

**Yes. The Director is identified in paragraph 3 of the section under the header "Board Independence". However, the Director has informed the Board of his intention to step down from the Board upon the conclusion of the 2017 AGM.**

## Principle 2: Board Composition and Guidance

### Board Independence

The Board currently comprises eight members. All members of the Board, except for the Board Chairman, are NEDs. Of the seven NEDs, the NC has recommended and the Board has determined six of them, being more than half of the Board, to be independent ("6 IDs"), thus providing for a strong and independent element on the Board capable of exercising objective judgement on the corporate affairs of the Company. No individual or small group of individuals dominates the Board's decision making. No alternate Directors have been appointed in respect of any of the Directors.

When reviewing the independence of the 6 IDs, the NC has considered the guidelines for independence set out in Guideline 2.3 of the 2012 Code. As part of the consideration, the NC also took into account their other directorships, annual declaration regarding their independence, disclosure of interest in transactions in which they have a direct/indirect interest, their ability to avoid any apparent conflicts of interests especially by abstaining from deliberation on such transactions and their ability to maintain objectivity in their conduct as Directors of the Company. The 6 IDs are Mr Tang See Chim, Mr Philip Yeo Liat Kok, Mr Tan Poay Seng, Mr Chan Soon Hee Eric, Ms Tan Yee Peng and Mr Koh Thiam Hock. For purposes of determination of independence, the 6 IDs have also provided confirmation that they are not related to the Directors and 10% shareholders of the Company. The NC is satisfied that there is no other relationship which could affect their independence.

Mr Tang See Chim, who has served on the Board for more than nine years, has informed the Board of his intention to step down as an ID upon the conclusion of the forthcoming AGM to be held in April 2017. The Board extends its appreciation to Mr Tang for his long and dedicated service. The NC and the Board concurred that Mr Tang maintained his independence throughout his service on the Board, having observed instances of Mr Tang's active discussion in debating and evaluating actions taken by or proposals from Management and his seeking of clarification, as and when necessary, in order to make informed decisions, whilst remaining open to other viewpoints. The Company has also benefited from his years of experience in his field of expertise.

The 6 IDs had also avoided apparent conflicts of interests especially by abstaining from deliberation on transactions in which they had a direct/indirect interest, and were able to maintain objectivity in their conduct as Directors of the Company. They have objectively raised issues and sought clarification as and when necessary from the Board, Management and the Group's external advisers on matters pertaining to their area of responsibilities whether on the Board or on the Committees.

## Guideline 2.6

(a) What is the Board's policy with regard to diversity in identifying director nominees?

**Please refer to the section under the header "Board Composition and Size".**

(b) Please state whether the current composition of the Board provides diversity on each of the following – skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.

**Please refer to the section under the header "Board Composition and Size".**

(c) What steps has the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?

**Please refer to the section under the header "Board Composition and Size".**

## Board Composition and Size

The NC reviews the size and composition mix of the Board and the Committees annually. The Board comprises business leaders and professionals with real estate, hospitality, financial (including audit and accounting), legal, risk management and business management backgrounds. The Board currently includes one female member, Directors with ages ranging from mid-40s to more than 70 years old, who have served on the Board for different tenures including the latest member of the Board being an independent Director who was just appointed last year. The members of the Board with their combined business, management and professional experience, knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction. Further information on the individual Directors' background, experience and skills can be found in the 'Board of Directors' section in the AR.

In consideration of the scope and nature of the operations of the Group, the Board is satisfied that the current composition mix and size of the Board provide for sufficient diversity and allow for informed and constructive discussion and effective decision making at meetings of the Board and Committees.

## Board Diversity Pledge

The Board welcomes the push for greater diversity in the boardroom which can provide a more diverse approach to business decision making and the Company had, on 28 August 2015, supported the Board Diversity Pledge initiated by SID and SGX-ST where the Company pledged its commitment to promote "diversity as a key attribute of a well-functioning and effective Board" and shared the view "that a diverse Board will enhance decision making by harnessing the variety of skills, industry and business experiences, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service, and other distinguishing qualities of the members of the Board."

## NEDs' Participation

NEDs are encouraged to participate actively at Board meetings in the development of the Company's strategic plans and direction, and in the review and monitoring of Management's performance against targets. To facilitate this, they are kept informed of the Company's businesses and performance through monthly and quarterly reports from the Management, and have unrestricted access to the Management. They also sit on various Committees established by the Board to provide unbiased and independent views, constructive input and the independent review and monitoring of performance of the Company and Management. A meeting of the NEDs chaired by the Lead ID was held in 2016 without the presence of Management. The NEDs would also confer among themselves without the presence of Management as and when the need arose.

## Principle 3: Chairman and Chief Executive Officer

### Role of Chairman and the Chief Executive Officer

The Chairman of the Board, Mr Kwek Leng Beng, is also the Executive Chairman. Mr Kwek Leng Beng plays an instrumental role in providing the Company with strong leadership and vision, assisting the Board to develop policies and strategies, and ensuring that these are implemented effectively. As the Board Chairman, Mr Kwek also promotes and leads the Group in its commitment to achieve and maintain high standards of corporate governance. He bears primary responsibility for the workings of the Board, by ensuring effectiveness on all aspects of its role including setting agenda for Board meetings with input from Management, ensuring sufficient allocation of time for thorough discussion of each agenda item at Board meetings, promoting an open environment within the Boardroom for constructive debate, encouraging the NEDs to speak freely and contribute

effectively, and exercising control over the quality, quantity and timeliness of information flow between the Board and Management. At AGMs and other shareholders' meetings, he plays a pivotal role in fostering constructive dialogue between shareholders, the Board and Management.

As Executive Chairman, he is the most senior executive in the Company and bears overall executive responsibility for the Group's business. Mr Kwek Leng Beng is assisted by the CEO, Mr Grant L. Kelley and other members of the Senior Management team. Mr Kelley has executive responsibilities for the business direction, overall development and management of the Group's businesses, as well as the implementation of the business strategies and decisions of the Board in the operations of the Group. He is not related to the Board Chairman.

The Board considered Mr Kwek Leng Beng's role as an executive Board Chairman, the written terms of reference for the Board Chairman approved by the Board, and the strengths he brings to such a role by virtue of his stature and experience. Through the establishment of various Committees with power and authority to perform key functions without the undue influence from the Board Chairman, and the putting in place of internal controls for proper accountability and to allow for effective oversight by the Board of the Company's business, the Board ensures there is appropriate balance of power which allows the Board to exercise objective decision making in the interests of the Company. The Board is of the view that Mr Kwek Leng Beng's role as an executive Board Chairman would continue to facilitate the Group's decision making and implementation process.

### **Lead Independent Director**

Taking cognisance that the Board Chairman is an Executive Director and thus not independent, the Board has appointed Mr Chan Soon Hee Eric as Lead ID to serve as a sounding board for the Board Chairman and also as an intermediary between the NEDs and the Board Chairman. The role of the Lead ID is set out under the written terms of reference for the Lead ID, which has been approved by the Board. The Lead ID is available to shareholders should they have concerns which cannot be resolved or are inappropriate to raise through the normal communication channels of the Board Chairman or the Senior Management. No query or request on any matter which requires the Lead ID's attention was received from shareholders in 2016. Under the chairmanship of the Lead ID, a meeting of the NEDs was convened in February 2016 without the presence of Management or the Board Chairman, and feedback from the NEDs was provided by the Lead ID to the Board Chairman and the Management, as appropriate.

### **Principle 4: Board Membership**

#### **NC Composition and Role**

Two out of the three members of the NC, including the NC chairman, are independent. The Lead ID is one of the independent members of the NC.

The NC's responsibilities as set out in its written terms of reference approved by the Board, are to examine Board size, review all Board and Committees composition and membership, board succession plans for the Directors, determine each Director's independence annually and as and when circumstances require, evaluate performance of the Board as a whole, its Committees and the individual Directors, review appointments and the reasons for resignations and terminations of the Executive Chairman and the Senior Management which includes the CEO, the Deputy CEO, the GGM, the CFO, the CSO and other relevant Senior Management staff, review and confirm the induction programme for newly appointed Directors and for existing Directors in respect of their appointments to any of the Committees and review the training and continuous professional development programme for the Directors. Four NC meetings were held in 2016. The Company Secretary maintains records of all NC meetings including records of discussions on key deliberations and decisions taken.

For the financial year under review, the NC conducted a self-assessment of its own effectiveness in the discharge of its roles and responsibilities, which was facilitated through the use of a self-assessment checklist ("NC Self-Assessment Checklist"). The NC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the NC under its terms of reference and considered also the contributions of NC members to the deliberation and decision making process at NC meetings.

Based on the self-assessment, the NC believes that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

#### **Guideline 4.6**

*Please describe the board nomination process for the Company in the last financial year for (i) selecting and appointing new directors and (ii) re-electing incumbent directors.*

*Please refer to the sections under the headers "Re-nomination of Directors" and "Criteria and Process for Nomination and Selection of New Directors".*

#### **Re-nomination of Directors**

The NC reviews annually the nomination of the relevant Directors for election and re-election as well as the independence of Directors. When considering the nomination of Directors for election and re-election, the NC takes into account their contribution to the effectiveness of the Board (which includes their participation and candour at Board and Committee meetings) as well as their time commitment especially for Directors who have multiple board representations and/or other principal commitments, and also reviews their independence. The recommendation of the NC on the annual nomination of the Directors for election and re-election is submitted to the Board for decision and thereafter tabled at the annual general meeting of the Company for consideration and approval by shareholders.

The Constitution of the Company provides that not less than one-third of the Directors for the time being, shall retire as Directors at each annual general meeting of the Company ("AGM"). All new Directors appointed by the Board shall hold office until the next AGM, and are eligible for election at the said AGM.

In accordance with the Constitution of the Company, Mr Philip Yeo Liat Kok, Mr Tan Poay Seng and Ms Tan Yee Peng are due to retire by rotation at the forthcoming AGM ("2017 AGM") and have offered themselves for re-election at the 2017 AGM. Mr Koh Thiam Hock, being a Director appointed by the Board in 2016, will also retire and has offered himself for election at the 2017 AGM.

#### **Criteria and Process for Nomination and Selection of New Directors**

The NC interviews shortlisted candidates before formally considering and recommending them for appointment to the Board and where applicable, to the Committees. Searches for potential candidates generally take into account recommendations from the Directors and various other sources. Should it be necessary, the NC may consider the use of external search firms to find appropriate candidates. Shortlisted candidates would be required to furnish their curriculum vitae containing information on their academic/professional qualification, work experience, employment history and experience (if any) as directors of listed companies.

In reviewing and recommending to the Board any new Director appointments, the NC considers: (a) the candidate's track record, experience and capabilities or such other factors including age and gender, as may be determined by the NC to be relevant and which would contribute to the Board's collective skills; (b) any competing time commitments if the candidate has multiple listed company board representations and/or other principal commitments; (c) the candidate's independence, in the case of the appointment of an independent NED; and (d) the composition requirements for the Board and Committees after matching the candidate's skills set to the requirement of the relevant Committees (if the candidate is proposed to be appointed to any of the Committees).

In September 2016, Mr Koh Thiam Hock was appointed as an independent NED of the Company. In reviewing his appointment, the NC considered his extensive experience in the areas of corporate and investment banking, especially in the real estate and construction space, as well as in strategic planning and enterprise risk functions which will complement and strengthen the core competencies of the Board.

### Guideline 4.4

(a) What is the maximum number of listed company board representations that the Company has prescribed for its directors? What are the reasons for this number?

**There is no maximum number prescribed.**

(b) If a maximum number has not been determined, what are the reasons?

**Please refer to the explanation in the section under the header "Directors' Time Commitments".**

(c) What are the specific considerations in considering the capacity of Directors?

**Please refer to the explanation in the section under the header "Directors' Time Commitments".**

### Directors' Time Commitments

When considering the re-nomination of Directors for re-election, the NC also takes into account the competing time commitments faced by Directors with multiple board representations and/or other principal commitments. An analysis of the directorships (which includes directorships by groups and executive appointments) held by the Directors is reviewed annually by the NC. Each Director is also required to confirm annually to the NC as to whether he has any issue with competing time commitments which may impact his ability to provide sufficient time and attention to his duties as a Director of the Company. Based on the analysis, the Directors' annual confirmation and the Directors' commitments and contributions to the Company which is also evident in their level of attendance and participation at Board and Committee meetings, the NC is satisfied that all Directors are able to carry out and have been adequately carrying out their duties as a Director of the Company.

It is recommended under the 2012 Code that the Board consider providing guidance on the maximum number of listed company representations which each Director of the Company may hold in order to address competing time commitments faced by Directors serving on multiple boards. The NC noted that, excluding the directorship held in the Company, the number of listed company board representations currently held by each of the Directors ranged from one to five in number and those held by Mr Kwek Leng Beng and Mr Kwek Leng Peck are on the boards of the related companies of the Company.

Having considered this issue, the NC does not recommend setting a maximum number of listed company board representations that a Director may hold. The Company considers an assessment of the individual Directors' participation as described above to be more effective for the Company than prescribing a numerical limit on the number of listed company directorships that a Director may hold. It would not wish to omit from consideration suitable individuals who, despite the demands of their time, have the capacity to participate and contribute as members of the Board.

In addition to the current review procedures of the attendance records and analysis of directorships, a policy has also been put in place for Directors to consult the Board Chairman or the chairman of the NC with regard to accepting any new listed company board appointment or principal commitment and notifying the Board of any changes in their external appointments. This would allow the Director to review his time commitments with the proposed new appointment and in the case of an independent Director, to also ensure that his independence would not be affected.

### Key Information on Directors

Please refer to the 'Board of Directors' section in the AR for key information on the Directors, including their date of first appointment and latest re-appointment to the Board, their academic/professional qualification, major appointments, directorships held in listed companies both currently and in the preceding three years, and other relevant information, and the Notice of AGM for information on Directors proposed for election or re-election at the 2017 AGM.

### Succession Planning for the Board and the Board Chairman

The Board believes in carrying out succession planning for itself and the Board Chairman to ensure continuity of leadership. Board renewal is a continuing process and in this regard, the NC reviews annually the composition of the Board and Committees, which includes size and mix, and recommends to the Board the selection and appointment of new Directors, whether in addition to the existing Board members or as replacement of retiring Board members, with a view to identifying any gaps in the Board's skills set taking into account the Group's business operations. The Board will be able to function smoothly notwithstanding any resignation or retirement of any Director given the present number of members and mix of competencies on the Board.

As part of the ongoing Board renewal process, Mr Tang See Chim, an independent NED, who has served on the Board for more than nine years, will be stepping down as Director upon the conclusion of the 2017 AGM. The Board had in September 2016 appointed Mr Koh Thiam Hock as an independent NED. Upon Mr Tang's retirement, the percentage of independent Directors on the Board will still remain more than 50% of the Board, with five independent NEDs and two non-independent Directors.

In April 2016, the Board announced the appointments of the Deputy CEO, CFO and CSO, together with other management appointments, which reflect the Company's commitment to groom leaders internally to provide for succession planning and continuity of leadership within the Senior Management team, to ensure that the Group is well poised to meet the dynamic changing business environment and to push forward on the Company's diversification strategies.

### **Board Development**

The NC reviews the training and development of the Directors to ensure that Directors receive appropriate development on a continuing basis, to perform their roles on the Board and where applicable, the Committees. The Directors are provided with updates and/or briefings to assist them to properly discharge their duties. The briefings are conducted either internally with invited speakers, or externally, at the Company's expense. A separate programme is established for new Directors, details of which together with details of the internal briefing and updates provided to the Directors in 2016 are set out in the paragraph above under the subject heading "Board Orientation and Training".

The Board is kept apprised twice yearly on the list of training programmes attended by the Directors during the year.

### **Guideline 5.1**

(a) *What was the process upon which the Board reached the conclusion on its performance for the financial year?*

*Please refer to the sections under the headers "Board Evaluation Process", "Board Evaluation Criteria" and "Individual Director Evaluation Criteria".*

(b) *Has the Board met its performance objectives?*

*The NC's evaluation of the Board's performance was discussed and considered by the Board, and recommendations to strengthen the effectiveness of the Board and the Committees were accepted by the Board.*

### **Principle 5: Board Performance**

#### **Board Evaluation Process**

The Company has in place a formal process for assessment of the effectiveness of the Board as a whole, the various Committees and the contribution by each Director to the effectiveness of the Board and the Committees. No external facilitator has been used. The NC assesses the Board's performance as a whole annually, using objective and appropriate quantitative and qualitative criteria which were recommended by the NC and approved by the Board. When assessing the overall Board performance, the NC takes into consideration the feedback from individual Directors on areas relating to the Board's competencies and effectiveness. The results of the overall evaluation of the Board by the NC, including its recommendation, if any, for improvements, are presented to the Board.

The NC also undertook an evaluation of the performance of the Committees, specifically the ARC and the RC with the assistance of self-assessment checklists completed by these Committees.

The annual evaluation process for the individual Director's performance comprises three parts: (a) background information concerning the Director including his attendance records at Board and Committee meetings; (b) questionnaire for completion by each individual Board member; and (c) NC's evaluation based on certain assessment parameters. The questionnaires and the assessment parameters were recommended by the NC and approved by the Board. The completed questionnaires are then reviewed by the NC before the NC completes its evaluation of the individual Directors.

When deliberating on the performance of a particular Director who is also a member of the NC, that member abstains from the discussions in order to avoid any conflict of interests.

The results of the individual evaluation of the Directors are also used by the NC, in its consultation with the Board Chairman (who is also a member of the NC), to review, where appropriate, the composition of the Board and Committees, and to support its proposals, if any, for appointment of new members and its recommendations for the election and re-election of retiring Directors. Comments from the Directors, if any, concerning the Board as a whole and the general performance of the Directors, are also presented to the Board.

### **Board Evaluation Criteria**

The qualitative criteria is set out in a questionnaire covering three main areas relating to board composition, roles and responsibilities, conduct of meetings and access to information.

The quantitative criteria used to evaluate the overall Board performance comprises quarterly performance indicators which include a comparison of the Group's performance (including segmental performance) for the financial period under review against the Group's performance for the corresponding period in previous years and also *vis-à-vis* industry peers and industry averages, and other indicators such as the Company's share price performance over a historical period and *vis-à-vis* industry peers.

### **Individual Director Evaluation Criteria**

Factors taken into account in the assessment of a Director's performance include his abilities and competencies, his objectivity and the level of participation at Board and Committee meetings including his knowledge and contribution to Board processes and the business strategies and performance of the Group.

#### **Guideline 6.1**

*What types of information does the Company provide to independent directors to enable them to understand its business, the business and financial environment as well as the risks faced by the Company? How frequently is the information provided?*

*Please refer to the section under the header "Complete, Adequate and Timely Information and Access to Management", and the section under Principle 10 under the header "Accountability of the Board and Management".*

### **Principle 6: Access to Information**

#### **Complete, Adequate and Timely Information and Access to Management**

Prior to each meeting, members of the Board and the Committees are provided with the meeting agenda and the relevant papers submitted by the Management, containing complete, adequate and timely information to enable full deliberation on the issues to be considered at the respective meetings. Management, the Company's auditors and professional advisers who can provide additional insight into the matters for discussion are also invited from time to time to attend such meetings. Directors have separate and independent access to Management.

Draft agendas for Board and Committee meetings are circulated to the Board Chairman and the chairmen of the Committees respectively, in advance, for them to review and suggest items for the agenda. The Board and Committees are also furnished routine reports, where applicable, from the Management. Each of the chairmen of the ARC, NC, RC and BSC provides an annual report of the respective Committees' activities during the year under review to the Board. The minutes of meetings of the Committees are circulated to all Board members.

### **Company Secretary**

The Company Secretaries, whose appointment and removal are subject to the Board's approval, attend all Board and Committee meetings and ensure that all Board procedures are followed. The Company Secretaries, together with Management, also ensure that the Company complies with applicable statutory and regulatory rules. Together with the Management, the Company Secretaries also advise the Board Chairman, the Board and the Committees on corporate governance matters and assist to implement and strengthen corporate governance practices and processes, including ensuring good information flow within the Board and the Committees and between Management and the Directors, facilitating the induction for newly appointed Directors and newly appointed Committee members, and assisting in the continuing training and development programme for the Directors.

On an on-going basis, the Directors have separate and independent access to the Company Secretaries.

### **Independent Professional Advice**

The Directors, whether as a group or individually, are entitled to take independent professional advice at the expense of the Company, in furtherance of their duties and in the event that circumstances warrant the same. The Company has in place internal guidelines allowing the Directors to seek independent professional advice.

## **REMUNERATION MATTERS**

### **Principle 7: Procedures for Developing Remuneration Policies**

#### **RC Composition and Role**

The RC comprises three NEDs, all of whom including the chairman of the RC are independent. The RC's principal responsibilities as set out in its written terms of reference approved by the Board are to review and recommend, for the endorsement of the Board, a framework of remuneration and the specific remuneration packages for each Board member and the Company's key management personnel ("KMP").

The Company has in place a remuneration framework (which covers all aspects of remuneration) for the Directors and the KMP. The Company has currently identified the CEO, the Deputy CEO, the GGM, the CFO and the CSO who are the most senior members of the Management team outside the Board as its KMPs. On an annual basis, the RC reviews and approves the annual increments, year-end and variable bonuses to be granted to the Executive Chairman and the KMPs which are within specific mandates sought from the Board. No remuneration consultants from outside the Hong Leong Group were appointed.

The Company Secretary maintains records of all RC meetings including records of discussions on key deliberations and decisions taken. Three meetings of the RC were convened during 2016. For the financial year under review, the RC conducted a self-assessment of its own effectiveness in the discharge of its roles and responsibilities, which was facilitated through the use of a self-assessment checklist ("RC Self-Assessment Checklist").

The RC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the RC under its terms of reference, and considered also the contribution of RC members to the deliberation and decision making process at RC meetings.

Based on the self-assessment, the RC believes that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

### **Principle 8: Level and Mix of Remuneration**

#### **Remuneration of Directors and KMPs**

The Company's remuneration policy for Directors comprises the following distinct objectives:

- to ensure that the procedure for determining remuneration for Directors is formal and transparent;
- to ensure that the level of remuneration is sufficient (without being excessive) to attract and retain Directors to exercise oversight responsibility over the Company; and
- to ensure that no Director is involved in deciding on his own remuneration.

In reviewing the remuneration packages of the Executive Chairman and the KMPs, the RC, with the assistance of the human resource advisers or consultants within the Hong Leong Group, considers the level of remuneration based on the Company's remuneration policy which comprises the following distinct objectives:

- to ensure that the remuneration packages are competitive in attracting and retaining employees capable of meeting the Company's needs;

### **Guideline 9.6**

(a) Please describe how the remuneration received by executive directors and key management personnel has been determined by the performance criteria.

**Please refer to the sections under the headers "Remuneration of Directors and KMP" and "Disclosure of Remuneration".**

(b) What were the performance conditions used to determine their entitlement under the short-term and long-term incentive schemes?

**Please refer to the sections under the headers "Remuneration of Directors and KMP" and "Disclosure of Remuneration".**  
**Remuneration components are determined by the individual's performance, the performance of the Group and industry practices.**

## CORPORATE GOVERNANCE

(c) Were all of these performance conditions met? If not, what were the reasons?

**The variable components of the remuneration for the Executive Director and the KMP were awarded for FY 2016 pursuant to the RC's review of the individual's performance, the Company's overall performance and industry practices.**

- to reward employees for achieving corporate and individual performance targets in a fair and equitable way; and
- to ensure that the remuneration reflects employees' duties and responsibilities.

Based on the Remuneration Framework, the remuneration packages for the Executive Chairman and KMPs comprise a fixed component (in the form of a base salary, a 13th month Annual Wage Supplement and, where applicable, fixed allowances determined by the Company's Human Resource policies) and variable components (which would normally comprise short-term incentives in the form of year-end and variable bonuses) together with benefits-in-kind, if any.

When determining the fixed and variable components for a KMP, the KMP's individual performance is taken into consideration and remuneration recommendations are reviewed in the light of any annual guidance from the National Wages Council, competitive market practices and information gathered from market surveys conducted by the Company's Human Resource department. This is further reviewed along with the Group's performance, taking into consideration specific indicators tracked over time which align with shareholders' interest.

Whilst the Company currently does not have a share option scheme in place, it will consider the establishment of other forms of longer term incentive schemes, as and when appropriate.

When reviewing the structure and level of Directors' fees, which comprise base director's fee and additional fees for services rendered on Committees, the RC takes into consideration the Directors' respective roles and responsibilities in the Board and Committees and the changes in the business, corporate governance practices and regulatory rules. The RC also compared the Company's fee structure against industry practices. Other factors taken into consideration in the fee review include the frequency of Board and Committee meetings, corporate performance for the financial year under review as well as the corporate and economic outlook in the new financial year, and the interval since the last fee review. No Director is involved in deciding his own remuneration.

Each of the Directors receives a base Director's fee. The Lead ID also receives an additional fee to reflect his expanded responsibility. Directors who serve on the various Committees (other than the BC) also receive additional fees in respect of each Committee that they serve on, with the chairmen of the Committees (other than the BC) receiving a higher fee in respect of their service as chairman of the respective Committees.

The structure of the fees paid or payable to Directors of the Company for FY 2016 is as follows:

Appointment	Per annum
Board of Directors	
- Base fee	\$60,000
Audit & Risk Committee	
- ARC Chairman's fee	\$70,000
- ARC Member's fee	\$55,000
Nominating Committee	
- NC Chairman's fee	\$18,000
- NC Member's fee	\$12,000
Remuneration Committee	
- RC Chairman's fee	\$18,000
- RC Member's fee	\$12,000
Board Sustainability Committee	
- BSC Chairman's fee	\$6,000
- BSC Member's fee	\$4,000
Lead Independent Director's fee	\$10,000

**Guideline 9.2**

Has the Company disclosed each director's and the CEO's remuneration as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?

**Yes. Please refer to the section under the header "Disclosure of Remuneration".**

**Principle 9: Disclosure of Remuneration****Disclosure of Remuneration**

The compensation packages for employees including the Executive Chairman, the CEO, Deputy CEO, GGM, CFO and CSO comprised a fixed component (in the form of a base salary and fixed allowances), a variable component (which would normally include year-end and variable bonuses) and benefits-in-kind, where applicable, taking into account amongst other factors, the individual's performance, the performance of the Group and industry practices.

During the year, there was no termination, retirement or post-employment benefits granted to any Director or KMP.

Directors' and CEO's remuneration for FY 2016, rounded off to the nearest thousand dollars including a breakdown in percentage terms of the components of the remuneration, is set out below:

	Base Salary* %	Variable Bonuses/ Allowances* %	Board/ Committee Fees** %	Other Benefits %	Total \$'000
<b>Executive Director</b>					
Kwek Leng Beng <sup>^</sup>	16	76	7	1	8,431
<b>Non-executive Directors</b>					
Kwek Leng Peck <sup>^</sup>	–	–	100	–	184
Tang See Chim	–	–	100	–	127
Philip Yeo Liat Kok	–	–	100	–	94
Tan Poay Seng	–	–	100	–	64
Chan Soon Hee Eric	–	–	100	–	170
Tan Yee Peng	–	–	100	–	115
Koh Thiam Hock <sup>(1)</sup>	–	–	100	–	18
<b>Chief Executive Officer</b>					
Grant L. Kelley	22	74	–	4	2,605

## Notes:

\* The salary and variable bonuses/allowances are inclusive of employer's central provident fund contributions.

\*\* These fees comprise Board and Committee fees for FY 2016, which are subject to approval by shareholders as a lump sum at the 2017 AGM as well as ARC fees for FY 2016 that have already been approved by shareholders at the 2015 and 2016 AGMs.

<sup>^</sup> Remuneration of these Directors includes remuneration paid or payable by subsidiaries of the Company.

<sup>(1)</sup> Mr Koh Thiam Hock was appointed a Director of the Company with effect from 5 September 2016 and the Board and Committee fees payable to him are pro-rated for FY 2016 accordingly.

## CORPORATE GOVERNANCE

### Guideline 9.3

(a) Has the Company disclosed each key management personnel's remuneration, in bands of S\$250,000 or in more detail, as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?

**No. Please refer to the section under the header "Remuneration of Key Management Personnel" for the Company's reasons for non-disclosure of KMP's remuneration.**

(b) Please disclose the aggregate remuneration paid to the top five key management personnel (who are not directors or the CEO).

**Please refer to the section under the header "Remuneration of Key Management Personnel".**

### Guideline 9.4

Is there any employee who is an immediate family member of a director or the CEO, and whose remuneration exceeds S\$50,000 during the year? If so, please identify the employee and specify the relationship with the relevant director or the CEO.

**Yes. Please refer to the section under the header "Remuneration of Directors' Immediate Family Members for FY 2016".**

### Remuneration of Key Management Personnel (KMP)

The Company does not believe it to be in its interest to disclose the identity and remuneration of its top five KMP (who are not Directors), as having considered the highly competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the Company's business activities, such disclosure of specific remuneration information may give rise to recruitment and talent retention issues. There would be negative impact to the Company if members of the experienced and qualified senior management team are poached, which may affect the ability to both nurture a sustainable talent pool and ensure the smooth continuity in leadership needed for the achievement of the strategic objectives of the Company. The Company believes that the interests of the shareholders will not be prejudiced as a result of such non-disclosure of the identity and remuneration of the Company's KMP (who are not Directors) in view of the abovementioned reasons.

To provide some insight on the level of remuneration paid to the Senior Management team, the Company has taken the step to disclose the aggregate total remuneration paid to the 13 members of the Senior Management team (including the CEO and Deputy CEO) who have been identified in the AR on page 30. The aggregate remuneration for these members of the Senior Management team for FY 2016 is \$10,309,000.

### Remuneration of Directors' Immediate Family Members for FY 2016

Other than the following disclosure, there are no other employees of the Company who are immediate family members of a Director or the CEO, and whose remuneration exceeds \$50,000 during the year. The annual remuneration of Mr Sherman Kwok Eik Tse, the Deputy CEO, who is the son of the executive Board Chairman is set out as follows:

(disclosed in bands of \$50,000)	Base Salary* %	Variable Bonuses/ Allowances* %	Board/ Committee Fees %	Other Benefits %	Total %
<b>Above \$1,200,000 and up to \$1,250,000</b>					
Sherman Kwok Eik Tse <sup>^</sup>	38	62	–	–	100

Note:

\* The salary and variable bonuses/allowances are inclusive of employer's central provident fund contributions.

## ACCOUNTABILITY AND AUDIT

### Principle 10: Accountability

#### Accountability of the Board and Management

The Board provides shareholders with quarterly and annual financial results. Results for the first, second and third quarter are released to shareholders within 45 days of the end of each quarter whilst annual results are released within 60 days from the financial year end. In presenting the Group's annual and quarterly results, the Board aims to provide shareholders with a balanced and understandable assessment of the Group's performance and financial position with a commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which it operates.

For the financial year under review, the CEO and the CFO provided assurance to the ARC on the integrity of the quarterly unaudited financial statements and the Board in turn provided a negative assurance confirmation in respect of the unaudited financial statements for the first, second and third quarters in accordance with the regulatory requirements.

The Management provides all Directors with monthly financial summary of the Group's performance.

### Principle 11: Risk Management and Internal Controls

The Directors recognise that they have overall responsibility to ensure proper financial reporting for the Group and effectiveness of the Group's system of internal controls, including financial, operational, compliance and IT controls, and risk management policies and systems. The boards of the Group's separately listed subsidiaries are responsible for the oversight of their respective groups' internal controls and risk management systems and the Directors rely on the Company's nominees to the boards of these listed subsidiaries to provide oversight together with the other board members of these listed subsidiaries on the adoption and implementation of appropriate corporate governance practices, internal controls and risk management systems.

The ARC assists the Board in providing oversight of risk management in the Company. It is responsible for reviewing the adequacy and effectiveness of the Group's risk management systems and internal controls, including financial, operational, compliance and IT controls and reporting to the Board annually its observations on any matters under its purview including any risk management, internal controls or financial and management matters as it considers necessary and makes recommendations to the Board as it thinks fit.

The Company has in place an Enterprise Risk Management Framework. The implementation and maintenance of the Company's risk management framework is undertaken by the Risk Management Committee ("RMC"), comprising the senior management team, which in turn reports to the ARC on a quarterly basis on strategic business risks as well as provides updates on the risk management activities of the Company's property investment, development and management businesses and the Enterprise Risk Management implementation progress in the Company. Significant strategic risks identified are assessed, managed and monitored adequately within the Company's risk management framework. These strategic risks are also being reviewed and refreshed to ensure relevant emerging risks are being considered and included for proper assessment, monitoring and reporting as appropriate.

Having regard to the risks which the business is exposed, the likelihood of such risks occurring and the risk tolerance accepted by the Company, the internal controls structure of the Group has been designed and put in place by the Group's business units to provide reasonable assurance against material financial misstatements or loss, for the safeguarding of assets, for the maintenance of proper accounting records, for the provision of financial and other information with integrity, reliability and relevance, and in compliance with

#### Guideline 11.3

(a) *In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.*

**Please refer to the section under the header "Risk Management and Internal Controls".**

(b) *In respect of the past 12 months, has the Board received assurance from the CEO and the CFO that: (i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?*

**Please refer to the sections under the headers "Accountability of the Board and Management" and "Risk Management and Internal Controls".**

applicable laws and regulations. However, no internal controls system can provide absolute assurance in view of inherent limitations of any internal controls system against the occurrence of human and system errors, poor judgement in decision making, losses, fraud or other irregularities.

The Company's approach to risk management is set out in the "Risk Management" section on pages 62 to 66 of the AR. As part of the internal and external audit programmes, the internal and external auditors report to the ARC any audit findings relating to internal controls, and the ARC reviews the adequacy of the actions taken by Management to address the recommendations of the internal and external auditors.

The ARC reviewed the adequacy and effectiveness of the Group's internal controls that address the Group's financial, operational, compliance and IT risks, with the assistance of the internal and external auditors and the Management. Written assurance was received from the CEO and the CFO that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances, as well as on the effectiveness and adequacy of the risk management and internal controls systems.

Based on the work performed by Internal Auditors during the financial year, as well as the statutory audit by the external auditors, and the written assurance from Management, the Board, with the concurrence of the ARC, is of the opinion that the system of internal controls to address the financial, operational, compliance and IT risks within the current scope of the Group's business operations, are adequate and effective as at 31 December 2016.

Management will continue to review and strengthen the Group's control environment and devote resources and expertise towards improving its internal policies and procedures to maintain a high level of governance and internal controls.

### **Principle 12: Audit & Risk Committee**

#### **Composition of the ARC**

The ARC comprises four NEDs, all of whom including the chairman of the ARC are independent. The chairman of the ARC and at least two other members of the ARC, being the majority of the ARC, possess the relevant audit, accounting or related financial management and risk management expertise and experience, whilst the remaining member of the ARC possesses legal background.

With the current composition, the ARC believes that it has the relevant accounting and related financial management expertise and experience to discharge its functions within its written terms of reference which has been approved by the Board.

#### **Powers and Duties of the ARC**

The ARC is authorised by the Board to review or investigate any matters it deems appropriate within its terms of reference and has direct and unrestricted access to the external and internal auditors. It may invite any Director, Management, officer or employee of the Company to attend its meetings. It is also authorised to engage any firm of accountants, lawyers or other professionals as it sees fit to provide independent counsel and advice to assist in the review or investigation on such matters within its terms of reference as it deems appropriate at the Company's expense.

The principal responsibility of the ARC is to assist the Board in maintaining a high standard of corporate governance, particularly by providing an independent review of the effectiveness of the Group's financial reporting process (including reviewing the accounting policies and practices of the Company and the Group on a consolidated basis) and key internal

controls, including financial, operational, compliance, IT and risk management controls. Other duties within its written terms of reference include:

- to review with Management and, where appropriate, with the external auditors the quarterly and full year financial statements to be issued by the Company before their submission to the Board to ensure their completeness, consistency and fairness;
- to review the integrity of the financial statements of the Group to be announced or reported and any other formal announcements relating to the Group's financial performance;
- to review and approve the annual audit plans of the external and internal auditors;
- to review, on an annual basis, the scope and results of the external audit and its cost-effectiveness and the independence and objectivity of the external auditors, and also to review on a periodic basis the nature and extent of any non-audit services provided by the external auditors to the Group;
- to assess the role and effectiveness of the internal audit ("IA") function in the overall context of the Group's internal controls and risk management systems;
- to review annually with Management, the internal and external auditors the results of their review and evaluation of the Group's internal controls, including financial, operational, compliance and IT controls, and risk management policies and systems and report to the Board annually the adequacy and effectiveness of such internal controls;
- to make recommendations to the Board on the nomination for the appointment, re-appointment and removal of external auditors, and to approve the remuneration and terms of engagement of the external auditors;
- to approve the appointment, resignation or dismissal of the Head of IA;
- to review interested person transactions falling within the scope of Chapter 9 of the Listing Manual; and
- to review the Company's whistle-blowing policy and arrangements put in place for raising concerns about possible improprieties on matters of financial reporting or any other matters.

In the review of the financial statements for the year ended 31 December 2016, the ARC has discussed with both the Management and the external auditors the accounting principles that were applied and their judgement of items that might affect the integrity of the financial statements. The following significant matters impacting the financial statements were discussed with Management and the external auditors:

<b>Significant Matters</b>	<b>How the ARC reviewed these matters and what decisions were made</b>
<b>Valuation of development properties</b>	<p>The ARC considered the approach and methodology applied to the valuation model in assessing the valuation of the development properties especially on development properties with low margins.</p> <p>Where applicable, the ARC reviewed either the Management's or valuers' underlying assumptions on estimated future selling prices by comparing to recently transacted prices or prices of comparable properties located in the same vicinity as the Group's development projects, taking into consideration the anticipated price decline. The ARC also considered the historical accuracy of the Group's estimate of future selling prices and research analysts' expectations of price movements in assessing the reasonableness of the estimated future selling prices.</p> <p>The valuation of the development properties was also an area of focus for the external auditors. The external auditors have included this item as a key audit matter in their audit report for the financial year ended 31 December 2016. Refer to page 116 of this AR.</p>
<b>Valuation of hotel assets</b>	<p>The ARC considered the approach and methodology applied to the valuation model in assessing the valuation of the hotel assets.</p> <p>The ARC noted that more than 90% of the hotel assets relates to Millennium &amp; Copthorne Hotels plc, a subsidiary in which the Group owns 65% and which is listed on the London Stock Exchange. From discussion with Management, the approach adopted by the management of this listed subsidiary and its external auditors included the review of the reasonableness of cash flow forecasts, occupancy rates, revenue per available room, market growth and expected inflation with externally derived data including external hotel industry reports, estimated future costs, discount rates and terminal multipliers used in the valuation model.</p> <p>The valuation of the hotel assets was also an area of focus for the external auditors. The external auditors have included this item as a key audit matter in their audit report for the financial year ended 31 December 2016. Refer to page 117 of this AR.</p>

The ARC held five meetings during the year and carried out its duties as set out within its terms of reference. The Company Secretary maintains records of all ARC meetings including records of discussions on key deliberations and decisions taken. The ARC meets with the internal and external auditors, each separately without the presence of Management, annually.

For the financial year under review, the ARC conducted a self-assessment of its own effectiveness in the discharge of its roles and responsibilities, which was facilitated through the use of a self-assessment checklist ("ARC Self-Assessment Checklist").

The ARC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the ARC under its terms of reference, and also considered the contribution of ARC members to the ARC's deliberation and decision making process.

Based on the self-assessment, the ARC believes that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

## **Guideline 12.6**

(a) Please provide a breakdown of the fees paid in total to the external auditors for audit and non-audit services for the financial year.

**Please refer to note 28 of the Notes to the Financial Statements.**

(b) If the external auditors have supplied a substantial amount of non-audit services to the Company, please state the bases for the Audit Committee's view on the independence of the external auditors.

**Please refer to the section under the header "External Auditors".**

## **External Auditors**

Taking cognisance that the external auditors should be free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectivity, the ARC undertook a review of the independence of KPMG LLP ("KPMG") and gave careful consideration to the Group's relationships with them during 2016. In determining the independence of KPMG, the ARC reviewed all aspects of their relationships with them including the processes, policies and safeguards adopted by the Group and KPMG relating to audit independence. The ARC also considered the nature and volume of the provision of the non-audit services in 2016 and the corresponding fees and noted that the fees for non-audit services had exceeded 50% of the aggregate amount of all fees paid/payable to KPMG in 2016. The significant increase in the non-audit fees arose primarily from the tax and accounting advisory services provided in connection with the Group's investment platform involving profit participation securities (PPS). The ARC noted that these were not prohibited services and do not pose a threat to the external auditors' independence, and safeguards had been put in place by KPMG to ensure that the independence of the audit team is not impaired. The ARC is thus of the opinion that such non-audit fees did not impair or threaten the audit independence and objectivity. Based on the review, the ARC is of the opinion that KPMG is, and is perceived to be, independent for the purpose of the Group's statutory financial audit.

For details of the fees paid and/or payable by the Group in respect of audit and non-audit services for FY 2016, please refer to note 28 of the Notes to the Financial Statements.

In reviewing the nomination of KPMG for re-appointment for the financial year ending 31 December 2017, the ARC had considered the adequacy of the resources, experience and competence of KPMG, and had taken into account the Audit Quality Indicators relating to KPMG at the firm level and on the audit engagement level. Consideration was also given to the experience of the engagement partner and key team members in handling the audit of multi-listed entities under different jurisdictions and in the real estate and hospitality segments. The size and complexity of the audit of the Group, and the number and experience of the supervisory and professional staff assigned were taken into account. The ARC had also considered the audit team's ability to work in a co-operative manner with Management whilst maintaining integrity and objectivity and to deliver their services professionally and within agreed time-lines.

KPMG has confirmed that they are registered with the Accounting and Corporate Regulatory Authority. The Company is thus in compliance with Rule 712 and Rule 715 (read with Rule 716) of the Listing Manual in relation to the appointment of its auditors.

On the basis of the above, the ARC has recommended to the Board the nomination of KPMG for re-appointment as external auditors at the 2017 AGM.

## **Interested Person Transactions**

On 29 May 2003, the Company obtained shareholders' approval for the Company, its subsidiaries and its associated companies not listed on the SGX-ST or an approved exchange, over which the Company, its subsidiaries and/or interested persons have control, to enter into transactions within the categories of Interested Person Transactions set out in the Company's circular to shareholders dated 28 April 2003, with such persons within the class or classes of Interested Persons as described in the said circular, provided that such transactions are entered into in accordance with the review procedures set out in the said circular (the "IPT Mandate"). The IPT Mandate was last renewed by the shareholders on 20 April 2016 and given that such Interested Person Transactions are expected to occur with some degree of frequency and may arise at any time, and to allow the Group to undertake such transactions in an expeditious manner, shareholders' approval will be sought at the 2017 AGM of the Company for the renewal of the IPT Mandate.

## CORPORATE GOVERNANCE

The ARC has confirmed that an independent financial adviser's opinion is not required for the renewal of the IPT Mandate as the methods and procedures for determining the transaction prices of the Interested Person Transactions conducted under the IPT Mandate have not changed since the IPT Mandate was obtained on 29 May 2003, and such methods and procedures continue to be sufficient to ensure that these Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

Particulars of interested person transactions required to be disclosed under Rule 907 of the Listing Manual are as follows:

Interested Persons	Aggregate value of all interested person transactions in FY 2016 (excluding transactions less than \$100,000 and transactions conducted under the IPT Mandate pursuant to Rule 920) \$'000	Aggregate value of all interested person transactions conducted in FY 2016 under the IPT Mandate pursuant to Rule 920 (excluding transactions less than \$100,000) \$'000	
<b>Hong Leong Investment Holdings Pte. Ltd. group of companies</b>	25,624*	<u>Property-related</u> Provision to interested persons of: (i) project management services; (ii) property management and maintenance and customer services; (iii) security services; and (iv) marketing services.	27,585
		<u>Management and Support Services</u> Provision to interested persons of: (i) accounting and financial services; and (ii) hotel consulting services.	2,045
		<u>General Transactions</u> Purchase of goods and services from interested person.	967
		Total	30,597
<b>Directors and their immediate family members</b>	Nil		Nil

Note:

\* The figure comprises the aggregate value of shareholders' loans extended to joint venture companies involving interested persons, and where applicable, interest accrued on shareholders' loans, in FY 2016, which were announced on 14 February 2017 pursuant to Rule 916(3). The shareholders' loans referred herein have been extended by all the joint venture parties or shareholders in proportion to their respective equity interest in the joint venture and on the same terms and conditions, including the interest rate, if any, accrued or to be accrued on the shareholders' loans.

The above interested person transactions were carried out on normal commercial terms and were not prejudicial to the interests of the Company and its minority shareholders.

### **Whistle-blowing Policy**

CDL has in place a whistle-blowing procedure where staff of the Company and other persons can raise in confidence, whether anonymously or otherwise, concerns on possible improprieties relating to accounting, financial reporting, internal controls and auditing matters or other matters without fear of reprisals in any form. The ARC has the responsibility of overseeing this policy which is administered with the assistance of the Head of IA. Under these procedures, arrangements are in place for independent investigation of such matters raised and for appropriate follow-up action to be taken.

The Company is committed to maintaining procedures for the confidential and anonymous submission of reports and the anonymity of the whistle-blower concerned will be maintained where so requested by the whistle-blower who lodged the report. Investigations of such reports will be handled on a confidential basis to the extent permissible or deemed appropriate under the circumstances, and involve persons who need to be involved in order to properly carry out the investigation and will, on a best efforts basis, be carried out in a timely manner.

In order to facilitate and encourage the reporting of such matters, the whistle-blowing policy, together with the dedicated whistle-blowing communication channels (email and postal address as well as toll-free telephone contact numbers in various countries) are available on the Company's website and intranet and is easily accessible by all employees and other persons.

The whistle-blowing policy is reviewed by the ARC from time to time to ensure that it remains current.

#### **Guideline 13.1**

*Does the Company have an internal audit function? If not, please explain why.*

**Yes. Please refer to the section under the header "Reporting Line and Qualification".**

### **Principle 13: Internal Audit**

#### **Reporting Line and Qualification**

The IA function is independent of the activities it audits. The Head of IA's primary reporting line is to the chairman of the ARC with an administrative line of reporting to the CEO (previously the Managing Director) of the Company. The appointment, resignation and dismissal of the Head of IA is reviewed and approved by the ARC. The ARC also provides input on the annual performance appraisal of the Head of IA. The ARC meets the Head of IA at least once annually without the presence of Management. The Head of IA has unfettered access to the ARC, the Board and Management as well as the Group's documents, records, properties and personnel.

IA operates within the framework stated in its IA Charter which is approved by the ARC and reviewed on an annual basis. The standards of the IA Charter are consistent with the International Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The Head of IA, Ms Jennifer Vayding, and the Audit Managers are all Certified Internal Auditors accredited by The Institute of Internal Auditors.

#### **Role and Activities of IA**

The primary role of IA is to assist the Board to evaluate the reliability, adequacy and effectiveness of the internal controls and risk management processes of the Company, reviewing the internal controls of the Company to ensure prompt and accurate recording of transactions and proper safeguarding of assets and reviewing that the Company complies with the relevant laws, regulations and policies established by the Company.

The ARC approved the annual IA plan in February 2016 and received regular reports during 2016 on the progress of the audit work under the IA plan. All IA reports are given to the ARC, the Board Chairman, CEO, Deputy CEO, GGM, CFO, Company Secretary and the Heads of the relevant departments. IA observations on control, operational and human lapses and recommendations to address them were also reviewed and discussed at ARC meetings. The

ARC was satisfied that recommendations made were dealt with by the Management in a timely manner, with outstanding exceptions or recommendations being closely monitored and reported back to the ARC.

The ARC reviewed the effectiveness and adequacy of the IA function through a review of the IA activities on a quarterly basis as well as its annual assessment of the IA function. The assessment was facilitated through the use of an evaluation framework modeled on the framework recommended in the Guidebook for Audit Committees in Singapore issued in October 2008. The evaluation framework is comprehensive and covers IA organisation, resources and continuing training, audit plans work scope, quality of reports and recommendations, IA Charter and IA internal control assessment. Based on the assessment, the ARC is satisfied with the quality and effectiveness of the IA function and that the IA function is currently adequately resourced and has appropriate independent standing within the Group to perform its functions effectively.

### COMMUNICATION WITH SHAREHOLDERS

#### Principle 14: Shareholder Rights

Being committed to good corporate practices, the Company treats all shareholders fairly and equitably. To facilitate the exercise of shareholders' rights, the Company ensures that all material information relating to the Company and its financial performance is disclosed in an accurate and timely manner via SGXNET.

All shareholders are entitled to attend and vote at general meetings in person or by proxy. The rules for the appointment of proxies, including information that voting will be conducted by way of poll, are set out in the notice of general meetings. In accordance with the Constitution of the Company, shareholders who are not relevant intermediaries may appoint not more than two proxies to attend, speak and vote at general meetings in their absence, and shareholders who are relevant intermediaries may appoint more than two proxies to attend, speak and vote at general meetings. The proxy forms must be deposited at such place or places specified in the notice or document accompanying the notice convening the general meetings at least seventy-two (72) hours before the time set for the general meetings.

#### Guideline 15.4

(a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?

**Please refer to the explanation under "Principle 15: Communication with Shareholders."**

#### Principle 15: Communication with Shareholders

The Company ensures that shareholders are notified of all material information in an accurate and timely manner. The Company notifies its investors in advance of the date of release of its financial results via SGXNET. The Company announces its quarterly and full-year results within the mandatory period. The financial statements and other presentation materials presented at the Company's general meetings, including material and price-sensitive information, are disseminated and publicly released via SGXNET on a timely basis. All shareholders of the Company receive the annual report of the Company and the notice of AGM, which notice is also advertised in the press and released via SGXNET.

Shareholders and investors can contact the Company or access information on the Company at its website at [www.cdl.com.sg](http://www.cdl.com.sg) which has a dedicated "Investors & Media" link that provides, *inter alia*, information on the Board of Directors and Senior Management team, the Company's Corporate Governance Reports, Sustainability Reports, Annual Reports, corporate policies, corporate announcements, press releases and financial results as released by the Company on SGXNET, and other information which may be relevant to investors.

From time to time, the Board Chairman and the Company's Senior Management hold briefings with analysts and the media to coincide with the release of the Group's half-year and full-year financial results. Media presentation slides are also released on SGXNET and are available on the Company's website. A live video webcast was arranged for investors at the analysts/ media briefing for the full year 2016 results in February 2017. In addition, the Management takes an active role in investor relations, meeting local and foreign fund managers regularly

(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?

**The Company's Head of Investor Relations. Please refer to the third paragraph in the section under the header "Principle 15: Communication with Shareholders".**

(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNET announcements and the annual report?

**Please refer to the explanation under "Principle 15: Communication with Shareholders."**

#### **Guideline 15.5**

*If the Company is not paying any dividends for the financial year, please explain why.*

**Not applicable. The Company is paying dividends in respect of FY 2016.**

as well as participating in investor roadshows and conferences both locally and overseas. To further enhance the Company's engagement with the investment community, the position of Head, Investor Relations was created in 2016 and the incumbent is responsible for managing the Group's investor relations programmes, including the communications with the financial community, research analysts and relevant stakeholders. Further information on the Company's investor relations activities can be found on pages 67 to 68 of the AR.

The Company has formalised its dividend policy which aims to provide a return to shareholders at least once a year through the payment of dividends, after taking into account the Group's financial performance, short and long term capital requirements, future investment plans, general global and business economic conditions and any regulatory factors. The Board endeavours to maintain a balance between meeting shareholders' expectations and prudent capital management with a sustainable dividend policy. The Board will review the dividend policy from time to time and reserves the right to modify, amend and update the policy.

#### **Principle 16: Conduct of Shareholder Meetings**

At general meetings of the Company, shareholders are given the opportunity to communicate their views and are encouraged to ask the Directors and the Management questions regarding matters affecting the Company. The Board Chairman and the chairmen of the ARC, NC, RC and BSC and the external auditors were present at the last AGM, and will endeavour to be present at the 2017 AGM to assist the Directors in addressing queries raised by the shareholders.

Shareholders are given the opportunity to vote at general meetings. However, as the authentication of shareholder identity information and other related integrity issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail or electronic means.

The Company provides for separate resolutions at general meetings on each substantial issue, including treating the election or re-election of each Director as a separate subject matter. Detailed information on each item in the AGM agenda is provided in the explanatory notes to the notice of AGM in the AR. The Company also maintains minutes of the AGM, which include the key comments and queries raised by shareholders and the responses from the Board, Management and/or the external auditors. The AGM minutes are available on the Company's website.

Pursuant to Rule 730A(2) of the Listing Manual, all resolutions proposed at the 2017 AGM and at any adjournment thereof shall be put to the vote by way of poll.

In support of greater transparency and to allow for a more efficient voting system, the Company has been conducting electronic poll voting instead of voting by show of hands since the 2012 AGM and would continue to do so in respect of all resolutions proposed at the 2017 AGM. With electronic poll voting, shareholders present in person or represented by proxy at the meeting will be entitled to vote on a 'one-share, one-vote' basis. The voting results of all votes cast in respect of each resolution will also be instantaneously displayed on-screen at the meeting. The detailed results setting out the number of votes cast for and against each resolution and the respective percentages would be announced via SGXNET after the 2017 AGM. The detailed procedures for the electronic poll voting would be explained at the AGM. An external firm is appointed as scrutineers for the AGM voting process, which is independent of the firm appointed to undertake the electronic poll voting process.

### Corporate Values and Conduct of Business

The Board and Senior Management are committed to conducting business with integrity and consistent with high standards of business ethics, and in compliance with all applicable laws and regulatory requirements. The Company has in place an internal code of business and ethical conduct crystallising the Company's business principles and practices with respect to matters which may have ethical implications. The code, which provides a communicable and understandable framework for staff to observe the Company's principles such as honesty, integrity, responsibility and accountability at all levels of the organisation and in the conduct of the Company's business in their relationships with customers, suppliers and amongst employees, is available on the Company's intranet and is easily accessible by all employees.

The code provides guidance on issues such as:

- conflicts of interest and the appropriate disclosures to be made;
- the Company's stance against corruption and bribery;
- compliance with applicable laws and regulations including those relating to the protection of the environment and the conservation of energy and natural resources;
- compliance with Company's policies and procedures, including those on internal controls and accounting;
- safeguarding and proper use of Company's assets, confidential information and intellectual property rights, including the respect of the intellectual property rights of third parties; and
- competition and fair dealing in the conduct of the Company's business, in its relationships with customers, suppliers, competitors and towards its employees.

In line with the Board's commitment to maintain high ethical standards which are integral to our corporate identity and business, the Company has the following three corporate policies in place:

- (i) **Anti-Corruption Policy & Guidelines** which sets out the responsibilities of the Group companies and of each employee in observing and upholding CDL's 'zero-tolerance' position against all forms of corruption, bribery and extortion and provides information and guidance to employees on how to recognise, address, resolve, avoid and prevent instances of corruption, bribery and extortion which may arise in the course of their work.
- (ii) **Fraud Policy & Guidelines** which provides guidance on actions which may constitute fraudulent conduct and highlights the importance of the implementation, maintenance and compliance with the internal controls framework of the Group and its policies and procedures.
- (iii) **Competition Policy & Guidelines** which states the Company's policy to compete fairly and ethically in the conduct of business in all of our markets and provides direction and guidance to employees in their relationships and communications with competitors and customers.

These policies are available on the Company's corporate website, intranet and have also been disseminated to officers and employees of the Group's key subsidiaries. These policies have been translated into Mandarin and Thai for dissemination to employees of the Group in the People's Republic of China and in Thailand.

The Company has also set out the following sustainability policies which are available on the Company's corporate website:

- **Environmental, Health & Safety (EHS) Policy** – Established in 2003, the EHS Policy sets the strategic direction for all departments and employees towards creating a "Green & Safe" corporate culture, conserving resources and preventing pollution.
- **Human Rights Policy** – Sets out the Company's commitment in upholding fundamental principles of human and workplace rights in places where the Company operates. Beyond compliance to the local government's policy and national legislation in protecting human rights, CDL is committed to respecting human rights in all aspects of its stakeholder engagement such as equitable employment practices, non-discrimination, fair welfare and compensation, as well as workplace health and safety within its developments.
- **Climate Change Policy** – In line with CDL's corporate social responsibility strategy and commitment to "Conserve as We Construct" since 1995, the Company is dedicated to achieving low carbon operations with reduction targets set at 22% in 2020 and 25% in 2030. Recognising that a sizeable proportion of the Company's carbon footprint lies outside its business operations and direct control, the Company actively engages its supply chain and stakeholders to mitigate climate impact and to add value to the communities in which the Company operates.

#### **Internal Code on Dealings in Securities**

The Company has in place an internal code on securities trading which sets out the implications of insider trading and provides guidance and internal regulation with regard to dealings in the Company's securities by its Directors and officers. These guidelines prohibit dealing in the Company's securities (a) on short-term considerations, (b) while in possession of unpublished material price-sensitive information in relation to such securities, and (c) during the "closed period", which is defined as two weeks before the date of announcement of results for the first, second and third quarter of the Company's financial year and one month before the date of announcement of the full-year financial results, and ending on the date of the announcement of the relevant results. The Directors and employees of the Company are notified in advance of the commencement of each "closed period" relating to dealing in the Company's securities. The internal code on securities trading is available on the Company's intranet and is easily accessible by all employees.