ENHANCED DISCLOSURES: VALUE CREATION AND INVESTOR ENGAGEMENT

AMENDMENTS TO THE MAINBOARD RULES

Legend: Deletions are struck-through and insertions are underlined in blue.

Chapter 4 Investment Funds

Part II Listing Requirements for Investment Funds

404

Exchange Traded Fund (ETF)

(9)

(a) An ETF is not required to comply with the following rules:-

(xi) Rules 708 to 710 and Rules 710B to 710D. However, the ETF must make the necessary disclosures as required under ~~Paragraph 7.2.1 of~~ the Code on Collective Investment Schemes;

(xiii) Rule~~s~~ 724;

Chapter 7 Continuing Obligations

Part III Equity Securities – Periodic Reports

Annual Report

710B

(1) An issuer must maintain an investor relations policy to facilitate regular, effective and fair communication with shareholders, which must provide the channels used by the issuer to engage with shareholders, including the mechanisms through which shareholders may contact the issuer.

(2) An issuer must in its annual report:

(a) describe its investor relations policy;

(b) disclose the website address through which shareholders may access its investor relations policy; and

(c) describe the key activities undertaken by the issuer during the financial year to engage with shareholders.

710C

(1) An issuer must maintain a dividend policy.

(2) An issuer must describe in its annual report its dividend policy.

(3) Where the recommended or declared dividend for a financial year deviates from the issuer's dividend policy described in the annual report for the immediately preceding financial year, the issuer must explain the reasons for the deviation in its annual report.

710D

An issuer must maintain a website for engagement with shareholders. The website may include the information and documents set out in Practice Note 7.8.

Chapter 12 Circulars, Annual Reports and Electronic Communications

Part III Annual Reports

1207

The annual report must contain enough information for a proper understanding of the performance and financial conditions of the issuer and its principal subsidiaries, including at least the following:

General Information

(10E) A description of the key financial and non-financial performance indicators used to determine the remuneration of the executive directors and executive officers of the issuer, and how these indicators align with the issuer's long-term value creation objectives. Where there are material changes to the performance indicators from the immediately preceding financial year, the issuer must explain the reasons for such changes.

Corporate Governance Practices

(18) The information required by Rules 710, 710A(2), 710B(2), 710C(2) and 710C(3).

Practice Note 7.5 General Meetings

4. Written questions

4.4 Issuers may respond to written questions prior to the general meeting through publication on SGXNET and~~, if available, the issuer's~~ its ~~corporate~~ website. Alternatively, issuers may respond to written questions at the general meeting. Issuers are strongly encouraged, as far as possible, to respond to substantial and relevant comments or queries promptly, and at least 48 hours prior to the closing date and time for the lodgment of proxy forms, to facilitate shareholders' votes. The Board or management must respond to all substantial and relevant comments or queries.

6. Minutes

6.1 Issuers must publish minutes within one month after the general meeting on SGXNET and~~, if available,~~ the issuer's ~~corporate~~ website.

Practice Note 7.8 Guide on Investor Engagement

Cross-referenced from Rule 710B and 710D

1. Introduction

1.1 Rule 710B(1) requires every issuer to maintain an investor relations policy, and Rule 710B(2)(c) requires every issuer to describe in its annual report the key activities undertaken by the issuer during the financial year to engage with shareholders.

1.2 Rule 710D requires every issuer to maintain a website for engagement with shareholders, which may include the information and documents set out in this Practice Note.

2. Information to include in the investor relations policy

2.1 The investor relations policy may include the following information:

(a) the authorised spokespersons and contact persons;

(b) the issuer's approach to requests from shareholders for meetings with executive officers or independent directors;

(c) the expected response timelines for shareholder queries;

(d) how the issuer determines participants for engagements; and

(e) how key investor materials may be accessed.

3. Information to include in annual report on shareholder engagement activities

3.1 The description of key activities undertaken by the issuer during the financial year to engage with shareholders may include the broad categories of shareholders engaged and the level of participation by executive officers and independent directors.

4. Information and documents to be published on website

4.1 An issuer's website for engagement with shareholders may include the following information and documents:

(a) the issuer's latest annual report;

(b) the issuer's latest sustainability report;

(c) the minutes of the issuer's most recent general meeting;

(d) the issuer's board diversity policy;

(e) the issuer's investor relations policy;

(f) the issuer's dividend policy;

(g) the contact information of the issuer;

(h) the presentation materials of the most recent results briefing and investor day;

(i) the issuer's calendar of upcoming shareholder engagement events; and

(j) the issuer's constitutive documents.

4.2 The information and documents in paragraph 4.1 should be kept updated in a timely manner.

4.3 If any substantial and relevant question is raised regarding the information and documents, the Board and management should ensure it is addressed. The issuer is also encouraged to provide, where appropriate, a description of any meaningful investor feedback received and how such feedback has been considered or incorporated into its decision-making.

4.4 The requirement to publish information and documents on an issuer's website under Rule 710D is in addition to Rule 702 which requires an issuer to release all announcements via SGXNET, unless specified otherwise.