

SGX-ST Listing Rules

Transitional Practice Note 2

Transitional Arrangements Regarding Code of Corporate Governance 2018

<u>Details</u>	<u>Cross References</u>
<u>Issue Date: 28 November 2018</u> <u>Effective Date: 1 January 2019</u>	<u>Rules 108(2), 406(3)(a), 406(3)(d)(i), 406(3)(d)(ii), 710, 720(4) and 1204(10)</u>

1. Introduction

- 1.1. On 6 August 2018, the Exchange amended the SGX-ST Listing Rules (Catalist) following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore (“MAS”). The Code of Corporate Governance 2018 applies to annual reports covering financial years commencing from 1 January 2019.
- 1.2. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the SGX-ST Listing Rules (Catalist) for mandatory compliance.
- 1.3. This Transitional Practice Note is published to establish transitional arrangements for certain of the guidelines shifted into the SGX-ST Listing Rules (Catalist).

2. Arrangements

- 2.1. The following transitional arrangements will apply:-

<u>Listing Rule</u>	<u>Subject</u>	<u>Effective Date</u>	<u>Transitional Arrangement</u>
<u>710</u>	<u>Issuer to describe in its annual report its corporate governance practices with specific reference to the principles and provisions of the Code of Corporate Governance 2018</u>	<u>Financial year commencing on or after 1 January 2019</u>	<u>For any financial year commencing on or after 1 January 2019, an issuer must describe its corporate governance practices with specific reference to the principles and provisions of the Code of Corporate Governance 2018, in accordance with the amendments to Rule 710 (“Amended Rule 710”). The first batch of annual reports which would have to comply with Amended Rule 710 will likely be issued in 2020 or thereafter.</u> <u>For a financial year commencing prior to 1 January 2019, an issuer may describe its corporate governance practices with specific</u>

			<p><u>reference to the principles of the Code of Corporate Governance 2012, in accordance with Rule 710 prior to the relevant amendments.</u></p> <p><u>Alternatively, an issuer may elect to adopt Amended Rule 710 early, by describing its corporate governance practices with specific reference to the principles and provisions of the Code of Corporate Governance 2018, in accordance with Amended Rule 710. In this scenario, the issuer should state in its annual report that it is adopting Amended Rule 710 in advance, and would not need to make reference to the Code of Corporate Governance 2012.</u></p>
<u>1204(10)</u>	<u>The annual report must contain the board’s comment on the adequacy and effectiveness of the issuer’s internal controls (including financial, operational, compliance and information technology controls) and risk management systems</u>	<u>Financial year commencing on or after 1 January 2019</u>	<u>As the issuer may require time to establish its internal controls and risk management systems in accordance with the amendments to Rule 1204(10) (“Amended Rule 1204(10)”), the disclosures required in Amended Rule 1204(10) need only be provided in the annual report for financial years commencing on or after 1 January 2019. The first batch of annual reports which would have to comply with Amended Rule 1204(10) will likely be issued in 2020 or thereafter.</u>
<u>720(4)</u>	<u>All directors must submit themselves for re-nomination and re-appointment at least once every three years</u>	<u>1 January 2019</u>	<p><u>With effect from 1 January 2019, all directors, including executive directors, must submit themselves for re-nomination and re-appointment at least once every three years.</u></p> <p><u>(a) Existing directors appointed or re-appointed before 1 January 2019</u></p> <p><u>Within three years of the effective date of this rule, a director appointed or re-appointed before 1 January 2019 must submit himself for re-nomination and re-appointment to the board at a</u></p>

			<p><u>general meeting (i.e. no later than 31 December 2021).</u></p> <p><u>As an illustration, if a director was appointed or re-appointed on 30 April 2017, he will have to submit himself for re-nomination and re-appointment to the board by 31 December 2021. As another illustration, if a director has not been subject to re-nomination and re-appointment at least once every three years for any reason prior to 1 January 2019, he will have to submit himself for re-nomination and re-appointment to the board by 31 December 2021.</u></p> <p><u>(b) Directors appointed or re-appointed on or after 1 January 2019</u></p> <p><u>A director appointed or re-appointed to the board on or after 1 January 2019 must submit himself for re-nomination and re-appointment to the board at a general meeting by the end of the calendar year of the third anniversary of his appointment or re-appointment.</u></p> <p><u>As an illustration, if a director was appointed or re-appointed on 30 April 2019, he will have to submit himself for re-nomination and re-appointment to the board at a general meeting in 2022.</u></p> <p><u>This rule will apply to any director appointed or re-appointed to the board including all executive directors.</u></p>
406(3)(a)	<p><u>A director who has no prior experience as a director of an issuer listed on the Exchange must undergo training in the roles and responsibilities of a director of a listed</u></p>	<p><u>1 January 2019</u></p>	<p><u>A person with no prior experience as a director of an issuer listed on the Exchange (a “First-time Director”) and whose date of appointment to the board of directors is on or after 1 January 2019, must undergo training in the roles and</u></p>

	<u>issuer as prescribed by the Exchange.</u>		<p><u>responsibilities of a director of a listed issuer as prescribed by the Exchange.</u></p> <p><u>Prior to 1 January 2019, Guideline 1.6 of the Code of Corporate Governance 2012 will operate on a comply-or-explain basis.</u></p> <p><u>Guideline 1.6 of the Code of Corporate Governance 2012 states that the issuer should provide training for first-time directors in areas such as accounting, legal and industry-specific knowledge as appropriate.</u></p>
<u>406(3)(d)(i)</u>	<u>Director will not be independent if he is employed by the issuer or any of its related corporations for the current or any of the past three financial years</u>	<u>1 January 2019</u>	<u>On or after 1 January 2019, a director will not be independent under the circumstances set out in Rule 406(3)(d)(i).</u>
<u>406(3)(d)(ii)</u>	<u>Director will not be independent if he has an immediate family member who is employed or has been employed by the issuer or any of its related corporations for the past three financial years, and whose remuneration is determined by the remuneration committee of the issuer</u>	<u>1 January 2019</u>	<u>On or after 1 January 2019, a director will not be independent under the circumstances set out in Rule 406(3)(d)(ii).</u>

3. SGX may amend, modify or supplement the above transitional arrangements.