



**TRIYARDS HOLDINGS LIMITED**  
(Incorporated in Singapore)  
(UEN/Company Registration Number: 201210555Z)

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**RESPONSE TO SGX QUERIES ON THE COMPANY'S ANNUAL REPORT 2015**

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The Board of Directors of Triyards Holdings Limited (the "Company") refers to the queries raised by the Singapore Stock Exchange Securities Trading Limited (the "SGX-ST") on 2 December 2015 in relation to the Company's Annual Report for the Financial Year ended 31 August 2015 ("Annual Report") and wishes to respond as follows:-

***For SGX's Query (1):-***

As required under Listing Rule 710, please make disclosures as recommended in the Code of Corporate Governance 2012 (the "Code") or otherwise explain the reason(s) for the deviation from the following Code guideline. Guideline 9.3 of the Code states that the company should name and disclose the remuneration of at least the top five key management personnel (who are not directors or the CEO) in bands of S\$250,000. Companies need only show the applicable bands. There should be a breakdown (in percentage or dollar terms) of each key management personnel's remuneration earned through 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. In addition, the company should disclose **in aggregate** the total remuneration paid to the top five key management personnel (who are not directors or the CEO). As best practice, companies are also encouraged to fully disclose the remuneration of the said top five key management personnel.

As the Company is required under Listing Rule 1207(12) to make disclosure as recommended in the Code or otherwise disclose and explain any deviation from the recommendation, please disclose the **aggregate** total remuneration paid to the top five key management personnel (who are not directors or the CEO) or otherwise explain the reason(s) for the deviation from the recommendation.

**Company's response:**

The Company would like to clarify that the aggregate remuneration paid to the top four key management personnel (who are not Directors or CEO), was not disclosed in the Annual Report due to the competitive pressures in the talent market. In addition, given the current highly competitive industry conditions, such confidential and sensitive information could be exploited by competitors. The Company believes that the remuneration information disclosed in the Annual Report would be sufficient for shareholders to have an adequate appreciation of the Company's compensation policies and practices in the respect of the Company's key management personnel.

**For SGX Query (2):-**

As required under Listing Rule 710, please make disclosures as recommended in the Code of Corporate Governance 2012 (the “Code”) or otherwise explain the reason(s) for the deviation from the following Code guideline. Guideline 11.3 of the Code states, *inter alia*, that the Board should comment on the adequacy and **effectiveness** of the internal controls, including financial, operational, compliance and **information technology** controls, and risk management systems, in the company’s Annual Report. The Board’s commentary should include information needed by stakeholders to make an informed assessment of the company’s internal control and risk management systems.

**Company’s response:**

The Company would like to refer to page 47 and 48 of the Annual Report, where the Company comments on internal controls of the Company, in addition to which the Board, with the concurrence of the AC, is satisfied that the internal controls and risk management systems of the Group as at 31 August 2015, are adequate and effective to address financial, information technology, operational and compliance risks, which the Group considers relevant and material in its current business environment. The Board has received assurance from the Chief Executive Officer and Chief Financial Officer that the internal controls and the risk management systems of the Group are adequate and effective to address the financial, operational, compliance and information technology risks which the Group considers relevant and material to its current business scope and environment and that they are not aware of any material weaknesses in the system of internal control.

By Order of the Board

Yeo Keng Nien  
Company Secretary  
7 December 2015