



PENGUIN INTERNATIONAL LIMITED

(UEN: 197600165Z)

RESPONSE TO SGX QUERIES IN RELATION TO THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Board of Directors (“**Board**”) of Penguin International Limited (the “**Company**”, and together with its subsidiaries, the **Group**”) refers to the queries raised by the Singapore Exchange Securities Trading Limited on 18 April 2024 in respect of the Company’s Annual Report for the financial year ended 31 December 2023 (“**AR 2023**”) and would like to set out its responses to the queries as follows:

SGX-ST’s Query 1:

It is disclosed on page 145 of the FY2023 Annual Report that Mr Keith Tan Keng Soon and Mr Henry Tan Song Kok have present commitments in respect of more than 10 other companies.

Please disclose the Board’s & Nominating Committee’s assessment on how Mr Keith Tan Keng Soon and Mr Henry Tan Song Kok will have sufficient time and bandwidth to fulfil their responsibilities as directors of the Company effectively in view of their concurrent appointments.

The Company’s response:

Mr Keith Tan Keng Soon (“**Mr Keith Tan**”) holds directorships in two SGX-listed companies as a Non-executive, Non-independent Director in a non-executive capacity. His remaining directorships are in non-listed companies. Mr Keith Tan is a Director and Chief Executive Officer in Dymon Asia Private Equity (Singapore) Pte Ltd and most of his other non-listed directorships are part of the Dymon Group of companies or those in which the Dymon Group has interests.

Mr Henry Tan Song Kok (“**Mr Henry Tan**”) is a Non-Executive, Independent Director in five SGX-listed companies and one HKEX-listed company and he is familiar with the responsibilities and understands the expectations of a director of an issuer listed on the SGX. He is the Group CEO and Chief Innovation Officer of CLA Global TS headquartered out of Singapore and CLA Global International level and a significant number of his other non-listed company directorships are part of the CLA Global TS Group. Mr Henry Tan also holds advisory and volunteer roles in professional and religious organisations.

In connection with the re-appointment of Mr Keith Tan and Mr Henry Tan, the Board and Nominating Committee (“**NC**”) had considered not just the experience, capabilities and track record of both Mr Keith Tan and Mr Henry Tan, but also the fulfilment and discharge of their respective responsibilities as non-executive directors of the Company in an effective manner, notwithstanding their other board appointments. They have both regularly attended and contributed to the discussions on all Board and Committee meetings held by the Company; and as alluded to in the AR 2023, include Management’s access to them for guidance or exchange of views outside the formal environment of the Board.

As Mr Keith Tan and Mr Henry Tan has each demonstrated and further affirmed their commitment to the Board, the Board and NC are of the view that both Mr Keith Tan and Mr Henry Tan will have sufficient time and bandwidth and will be able to commit the requisite time and resources to fulfil their responsibilities effectively as Directors of the Company.

SGX-ST's Query 2:

Listing Rule 710A(2) states that an issuer must describe in its annual report its board diversity policy, including the following:

- (a) the issuer's targets to achieve diversity on its board;
- (b) the issuer's accompanying plans and timelines for achieving the targets;
- (c) the issuer's progress towards achieving the targets within the timelines; and
- (d) a description of how the combination of skills, talents, experience and diversity of its directors serves the needs and plans of the issuer.

As the Company had not provided any specific targets, accompanying plans, timelines and progress, please elaborate further in relation to the Company's Board Diversity Policy pursuant to Listing Rule 710A(2). Please also explain whether and how Listing Rule 710A(2) has been complied with.

The Company's response:

The Company has a formal board diversity policy as described in the AR 2023 on pages 35 to 37 and its practices are in compliance with Listing Rule 710A of the SGX-ST Listing Manual. The Company is committed to fostering board diversity across gender, age, ethnicity, skills and experience.

The Board was refreshed and reconstituted in 2021 with three new directors coming on board, namely Mr Winston Kwek, Mr Henry Tan as Non-executive, Independent Directors and Mr Keith Tan as Non-executive, Non-independent Director. The Board is of the view that the current Board composition is of an appropriate size and already comprises Directors who, as a group, provide the appropriate balance and mix, with a rich collective experience that spans the marine and offshore industry, accounting and finance, business and management, human resources, legal affairs, risk management, strategic planning, auditing, among other industry-specific expertise. The Directors were able to engage in constructive debates and were vocal in expressing their independent opinions on subjects under discussion at meetings and in the email exchanges. This mitigates groupthink and fosters constructive debate, that supports the Company and the Group in the pursuit of its strategic objectives and its sustainable development.

In support of gender diversity, the Board Diversity Policy requires the NC to include female candidates in the pool for new director appointments, targeting at least one female director on the Board. This goal has been met, with one female out of the seven current board members.

Detailed background and experience of the Directors are set out on pages 15 to 17 of the Annual Report 2023.

The NC has not set further targets for Board diversity as it may detract from the more fundamental principle that a candidate must be of the right fit and must meet the relevant needs and vision of the Company and the Board. However, the NC and Board will continue to consider how to further enhance diversity on its Board as the scope and nature of the operations of the Company and the requirements of the business change and/or develop over time. Any progress made towards achieving the aforesaid board diversity will be disclosed in the Company's future annual report(s) as appropriate.

In view of the foregoing, the NC and Board are satisfied that the Board Diversity Policy is adequate and that the current Board members is sufficiently diverse and serve the needs and plans of the Company, in accordance with Rule 710A of the SGX-ST Listing Manual.

BY ORDER OF THE BOARD

James Tham Tuck Choong
Managing Director
22 April 2024