

# DLF HOLDINGS LIMITED

(Company Registration No: 201726076W)  
(Incorporated in the Republic of Singapore)

## RESPONSES TO THE SGX-ST'S QUERIES DATED 13 DECEMBER 2019

DLF Holdings Limited (the "Company" or "DLF") wishes to announce its responses to the following queries from the Singapore Exchange Securities Trading Limited (the "SGX-ST") with reference to the announcements dated 12 December 2019 ("**12 December Announcements**") pertaining to the appointments of four non-executive directors to the Company ("**New Directors**"), namely:

- (1) Yusaku Mishima (Non-independent Non-executive Director)
- (2) Foo Kia Juah (Lead Independent Director) ("Mr Foo")
- (3) Kok Cheang Hung (Independent Director) ("Mr Kok")
- (4) Tee Hian Chong (Independent Director) ("Mr Tee")

SGX has noted that based on the 12 December Announcements, all four directors do not have experience as director of a public listed company in Singapore. In addition, Manfred Fan Chee Seng is the sole executive director (Executive Chairman) of the Company. Manfred Fan's experience as director of a listed company was also for a short period, from the time of the Company's listing in July 2018.

Below are the SGX Queries and the Company's Responses:

SGX Query	Company's Response
(1) How did the Company source for / was introduced to, the above new directors?	<p>QRC Pte Ltd ("QRC"), the current controlling shareholder of the Company, and Mr Manfred Fan Chee Seng ("Manfred") approached their contacts and associates to source for the potential independent directors, and all director candidates were interviewed by QRC and Manfred. Some director candidates were rejected and some turned down the offers. In the review process – Mr Foo, Mr Kok and Mr Tee are the final selected candidates.</p> <p>The Company is pleased that these three proper and well experienced independent directors are willing to serve on the Company's board. The three independent directors are not previously linked to the Company, QRC and its associates, and Manfred. They also have relevant technology and/or good leadership/governance experience. These qualities, will best serve minority shareholders' and the overall Company's interests.</p>

(2) What did the Company and Manfred Fan (being the sole director and NC member prior to the above appointments) consider in assessing the board composition and efficacy of the board?

Mr Foo is selected based on his leadership, integrity and experiences in the public sector, which will help with the good governance of the Company and protecting the interests of minority shareholders. He is also familiar with the relevant regulatory environment in Singapore.

Mr Kok is an ordinary member of the Singapore Institute of Directors (SID) and also serves on their Finance Committee, and with his other professional experiences, *inter alia*, on the Board of technology-based Bursa Malaysia-listed Kronologi Asia Berhad, as the Company's Audit Committee Chairman. He has also attended various SID courses. In the past 24 years, he has also worked for 2 stock exchanges, namely Bursa Malaysia Berhad (2014-2017) and Singapore Exchange Limited (2005-2008), and is familiar with the relevant regulatory environment and stewardship responsibilities associated with this independent director's role. Mr Kok has also passed the Capital Markets and Financial Advisory Services (CMFAS) Module 3 (Rules and Regulations for the Singapore Fund Management Industry).

Mr Tee is selected for his in-depth experiences and knowledge in new technologies like blockchain, AI, which is aligned with the new controlling shareholder's background as a technology company. Mr Tee's previous public sector experience with the Singapore Workforce Development Agency is also deemed as useful background for the Company and for the benefit of minority shareholders.

QRC as the new controlling shareholder of the Company, would like to have their representative on the Company's board, and Mr Yusaku Mishima was selected as its board representative.

All Directors (being the newly appointed Directors and Manfred) agreed to undertake the courses of Singapore Institute of Directors (SID), and the mandatory LED training to be conducted by SID.

<p>(3) What did the Sponsor consider in assessing suitability of each of the above directors, and the board composition and efficacy of the board?</p>	<p><b><u>Sponsor's Response</u></b></p> <p>The Sponsor has had discussions with each of the New Directors, and undertook all relevant background checks of the New Directors. In addition, the Sponsor has reviewed and considered the bases as set out in the responses to Query 2 above.</p> <p>The Sponsor notes that the Company's board composition follows the requirements of the Singapore Code of Corporate Governance 2018. In terms of board efficacy, the Sponsor is hopeful that the Company's new board of directors will be effective, based on the New Directors' willingness to learn about and comply with regulatory requirements and have an open and regular communication with each other and the Sponsor.</p>
<p>(4) What did the Sponsor consider in assessing the independence of Foo Kia Juah given that he was a resident director of QRC Pte Ltd (the Company's current controlling shareholder).</p>	<p><b><u>Sponsor's Response</u></b></p> <p>The Sponsor has considered and concurred with the assessments of Mr Manfred Fan as set out in the 12 December Announcement relating to Mr Foo's independence. In addition, the Sponsor notes that the businesses of the companies in which Mr Foo currently holds directorships are not in the same business as QRC.</p>
<p>(5) How and who introduced Foo Kia Juah to QRC with a view to appointing him as a resident director of QRC (in Oct 2019)? Why was Foo Kia Juah removed as a resident director in QRC within 2 months of appointment (in Dec 2019)?</p>	<p>Mr Foo was introduced to the director position by a person he met in an event organised by a third party company. However as QRC needed a Singapore resident director quickly, he was asked to serve as a resident director of QRC for a short period of time and as an interim measure, until one of QRC's Japanese directors was granted resident director status.</p>
<p>(6) What is the working experience and occupation of Foo Kia Juah in the past 10 years? It is stated as "none" in the announcement.</p>	<p>Mr Foo is a retired senior police officer, who had contributed three decades of service to the Singapore Police Force. During his stint with the Singapore Police Force, he had served as Chief Investigating Officer in the Commercial Crime Division, CID and various other commander positions, which included Commander of Jurong Police Division and Central Police Division. He also held the positions of Director Training, Director Police Academy and Director of Public Affairs Department. One of the accolades he received was the Public Service Star for his role</p>

	in the successful rescue of all the passengers and crew of a Singapore Airline plane in 1991.
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**BY ORDER OF THE BOARD**

Fan Chee Seng  
Executive Chairman  
16 December 2019

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*DLF Holdings Limited (the "Company") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 25 July 2018. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor").*

*This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor in accordance with Rules 226(2)(b) and 753(2) of the SGX-ST Listing Manual Section B: Rules of Catalist.*

*This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).*