

PLATO CAPITAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199907443M)

RESPONSE TO SGX QUERIES

The Board of Directors (the “**Board**”) of Plato Capital Limited (“**Plato**”, “**Listco**” or the “**Company**”) wishes to announce the following response to the queries raised by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 5 October 2020 in relation to the appointment of Mr. Navinderjeet Singh A/L Naranjan Singh as Non-Executive and Non-Independent Director (the “**New Director**”).

SGX Queries	Company’s Responses
<p>(1) It is stated that the New Director is currently appointed as the CFO of ECML, which is a joint venture partner of the Company, where the Company and ECML hold interest of equal proportions in several entities that are involved in hospitality business, as such potential / actual conflicts of interest may arise. Please explain and elaborate on the conflicts of interest, actual or perceived, given his current appointment in ECML and his new directorship appointment on Plato.</p>	<p>It is the view of the Board that no actual conflict of interest will arise as both Plato and ECM Libra Group Berhad (“ECML”) are invested in the same opportunities and are accorded the same rights as shareholders in these opportunities. It is the Board’s view that the only material perceived conflict of interest arises when there is an opportunity for new investment and whether ECML or Plato is given the opportunity to invest (“New Investment”).</p>
<p>(2) What are the scenarios wherein the conflicts of interest, actual or perceived, may arise? What are the safeguards in place and how does the New Director and the Listco intend to address the conflicts of interest issue? What is the AC’s and Board’s view on adequacy and effectiveness of such safeguards?</p>	<p>The scenario wherein the perceived conflicts of interest may arise are set out in the Company’s response to (1) above.</p> <p>The Company has addressed this perceived conflict of interest by implementing a measure where both Plato and ECML will be offered the opportunity to invest in any New Investment.</p> <p>The New Director will declare his interests in respect of any transaction in which there is any actual or perceived conflicts of interest and will not participate in any proceedings of the Board and he shall abstain from voting in respect of any such transaction where actual or perceived conflict arises.</p> <p>Decision on New Investment will be subject to the scrutiny and approval of the independent directors of the Company and the public shareholders (as applicable) of the Company in accordance with the relevant regulatory requirements.</p> <p>The Audit Committee of the Company and the Board are comfortable that the above safeguards are adequate and effective to address the perceived conflict of interest.</p>

SGX Queries	Company's Responses
<p>(3) Are there transactions between ECML and Listco? If so, please elaborate on the nature and materiality of such transactions. What are the safeguards put in place to ensure that Listco's interests are taken care of, and that the transactions are on normal commercial terms?</p>	<p>There are currently no transactions between ECML and Listco. Should there be such transactions in the future, the New Director will declare his interests in respect of such transaction and will not participate in any proceedings of the Board and he shall abstain from voting in respect of any such transaction. The transactions would also be subject to the assessment and approval of the independent directors of Listco and the public shareholders (as applicable) of Listco in accordance with the relevant regulatory requirements.</p>
<p>(4) Please provide NC's assessment and basis for consideration in relation to the New Director's suitability to be appointed onto the board given the existence of conflicts of interest, actual or perceived.</p>	<p>The New Director is a capable candidate having had extensive experience across the finance, operations and commercial functions of hotels – a key component of Listco's portfolio of investments and prospects. He was instrumental in the revamp and turnaround of the Tune Hotel Group and possesses a Bachelor of Commerce with major in Accounting and Finance from the University of Auckland and with prior experience at BDO Chartered Accountants (NZ) performing audits on listed companies in New Zealand and Australia.</p> <p>As such, notwithstanding the existence of conflicts of interests, actual or perceived, the Nominating Committee of the Company is of the view that the New Director's qualifications, expertise and past experiences would be beneficial to Listco group.</p>
<p>(5) Is the New Director nominated by and representing the interests of ECML?</p>	<p>The New Director is not nominated by ECML and does not represent ECML's interests.</p>
<p>6) What are the Sponsor's views as to the adequacy and effectiveness of safeguards in respect of the conflicts of interest present in the appointment of the New Director?</p>	<p>Based on the safeguards for the perceived conflicts of interest as set out in the response to query (2) above, the Sponsor concurs with the Board's views that the safeguards are adequate and effective to address the perceived conflicts of interest that may arise.</p>

By Order of the Board
Plato Capital Limited

Gareth Lim Tze Xiang
Chief Executive Officer
07 October 2020

This announcement has been reviewed by the Company's Sponsor. It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinion made or reports contained in this document.

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