

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED
聯志國際控股有限公司
(Incorporated in the Cayman Islands on 8 October 2007)
Company Registration No. MC-196613

**RESPONSE TO THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED'S
QUERY ON THE COMPANY'S ANNUAL REPORT FOR THE FINANCIAL YEAR
ENDED 31 DECEMBER 2019**

The Board of Directors (the “**Board**”) of Combine Will International Holdings Limited (the “**Company**”) wishes to respond to the following query received on 17 June 2020 from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in relation to the Company’s annual report for the financial year ended 31 December 2019 (the “**2019 Annual Report**”).

SGX-ST Query

*Listing Rule 710 requires issuers to explicitly state, when deviating from the provisions prescribed in the Code of Corporate Governance 2018 (the “**Code**”), an explanation on how the practices it had adopted are consistent with the intent of the relevant principle. We note that the Company had not complied with Provision 2.4 of the Code as you have not disclosed your board diversity policy and progress made towards implementing the board diversity policy, including objectives, and there were no explanations provided for in your FY2019 annual report on how it is consistent with the intent of Principle 2 of the Code. Please clarify how the practices the Company had adopted are consistent with the intent of Principle 2 of the Code, which requires the Board to have an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interest of the Company.*

Company’s Response

Even though the Company has not disclosed a formal board diversity policy in the 2019 Annual Report, the Company recognizes the importance and benefits of having an effective and diverse board, taking into consideration that the Board comprises the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity so as to avoid groupthink and foster constructive debate.

The Company has disclosed the following in the 2019 Annual Report:

“There is a good balance between the executive and non-executive directors. There is also a strong and independent element on the Board. Nevertheless, given the scale of the Company and the complexity of the business, the size of the Board will be reviewed from time to time to ensure that it can provide the optimum balance to facilitate effective decision-making. The Board, taking into account the scope and nature of the operations of the Company, considers the current size of six directors and, following the AGM to be held on 16 June 2020, five directors, to be adequate for effective decision-making.

The Independent Directors provide a strong independent element on the Board, being free from business or other relationships which could materially interfere with the exercise of their judgment. These Directors continue to provide stability to the Board and the Company has benefitted greatly from the presence of individuals who are specialists in their own field. Furthermore, their length of service on the Board has not only allowed them to gain valuable insight into the Group, its business, markets and industry, but has also given them the opportunity to bring the full breadth and depth of their business experience to the Company.

The Board has used its best efforts to ensure that the Directors appointed to the Board have the appropriate mix of expertise and diversity in experience, such that each of them possesses the background and knowledge in technology, finance, business and management skills critical to the

Company's business to enable the Board to analyse the global environment, to assess business development opportunities and to make sound and well considered decisions.

Members of the Board comprise professionals that provide core competencies to ensure the effectiveness of the Board. Such core competencies include accounting, finance, strategic ability, business acumen, management experience and in-depth understanding of the industry and customer base, familiarity with regulatory requirements, as well as knowledge of risk analyses and control."

In view of the above, the Board is of the view that its size and level of independence are appropriate and that the Board comprises Directors who, as a group, have an appropriate balance and mix (as well as breadth and depth) of skills, knowledge, experience and diversity of thought so as to avoid groupthink and foster constructive debate.

Hence, while the Company has not disclosed a formal board diversity policy, the practices which the Company have adopted are consistent with the intent of Principle 2 of the Code, which requires the Board to have an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interest of the Company.

By Order of the Board

Tam Jo Tak Dominic
Executive Chairman and Chief Executive Officer

19 June 2020