

MINUTES OF EXTRAORDINARY GENERAL MEETING

MINUTES of the Extraordinary General Meeting (the “EGM” or “Meeting”) of BH Global Corporation Limited (the “Company” or “BHG”) held by way of electronic means on Friday, 5 June 2020 at 10.30 a.m.

Present

Board of Directors:

In Attendance:

Mr Vincent Lim Hui Eng (Executive Chairman and Chief Executive Officer)
Mr Patrick Lim Hui Peng (Executive Director and Chief Operating Officer)

Via live webcast:

Mr Loh Weng Whye (Lead Independent Director)
Mr Henry Tan Song Kok (Independent Director)
Mr Winston Kwek Choon Lin (Independent Director)

In Attendance:

Mr Dennis Tan Ka Woon (Chief Financial Officer)
Ms See Kai Li (Secretary)

By Invitation (attended via live webcast):

Tricor Evatthouse Corporate Services (Secretary)
Pan Mi Keay

Tricor Barbinder Share Registration Services (Share Registrar)
Ms Tan Jack Leng
Ms Irene Chan

Entrust Advisory Pte Ltd (Scrutineer)
Ms Sandra Lee

Baker Tilly TFW LLP (Auditor)
Mr Khor Boon Hong

Shareholders who attended via live webcast or audio conference:

As set out in the attendance list maintained by the Company

CHAIRMAN

Mr Vincent Lim Hui Eng, the Chairman of the Meeting and Board of Directors welcomed the shareholders for their attendance. He expressed his regret that, due to the Covid-19 restriction orders in Singapore, shareholders are not able to attend in person. The Chairman introduced the Chief Operating Officer, Mr Patrick Lim Hui Peng, Chief Financial Officer, Mr Dennis Tan and Secretary, Ms See Kai Li, who were present at the EGM venue and the other members of the Board, the Lead Independent Non-Executive Director, Mr Loh Weng Whye (“**Mr Loh**”), Independent Non-Executive Directors, Mr Henry Tan Song Kok and Mr Winston Kwek Choon Lin who have joined the EGM via live webcast.

RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS

The Chairman informed the Meeting that the Company has addressed all substantial and relevant questions received from members prior to the Meeting. All questions have been addressed by the Company and the responses were published on the SGXNet on 3 June 2020. The responses to the questions can also be found at the Company’s corporate website. A copy of the responses to substantial and relevant questions from Shareholders is annexed hereto as *Appendix 1*.

POLL VOTING

The Chairman highlighted to the shareholders that, they would be no live voting during the meetings and he had been appointed as proxy by the shareholders to vote on their behalf in accordance with their specific instructions.

The Chairman further informed that all resolutions to be tabled at the EGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms and the Scrutineer has verified the counting of all votes casted through the Proxy Forms.

Entrust Advisory Pte Ltd was appointed as scrutineers for the poll. Tricor Evatthouse Corporate Services was appointed as the polling agent.

ABSTENTIONS FROM VOTING

The details of parties who abstained from voting on the resolutions tabled at the EGM were as follows:

- i) It was noted that Mr Vincent Lim Hui Eng, Mr Patrick Lim Hui Peng, Ms Eileen Lim Chye Hoon, Mr Johnny Lim Huay Hua, and Mr Hing Kah Wah had abstained from voting in respect of Ordinary Resolutions 1 to 15 relating to the proposed PSP 2020 and the proposed ESOS 2020 as follows:

Name	No. of Shares
Vincent Lim Hui Eng	2,392,930
Patrick Lim Hui Peng	2,392,930
Eileen Lim Chye Hoon	1,823,212
Johnny Lim Huay Hua	2,392,930
Hing Kah Wah	20,000

- ii) In addition, it was noted that the Lead Independent Non-Executive Director, Mr Loh Weng Whye had abstained from voting in respect of Ordinary Resolutions 1, 2, 8, 9 and 10 relating to the proposed PSP 2020 and the proposed ESOS 2020. The aggregate number of shares held by Mr Loh Weng Whye was 135,000 shares; and
- iii) It was further noted that Beng Hui Holding (S) Pte. Ltd., being the parent company whose directors were participating in the Shares had abstained from voting on Ordinary Resolutions 3, 4, 5, 6, and 7, and 11, 12, 13, 14, and 15 relating to the participation of the Controlling Shareholders and their Associates in the proposed PSP 2020 and the proposed ESOS 2020 respectively. The aggregate number of shares held by Beng Hui Holding (S) Pte. Ltd. was 238,692,444 shares.

QUORUM

With the requisite quorum being present, the Chairman declared the Meeting order at 10.30 a.m.

NOTICE

The notice of the meeting having been circulated to the members, with the concurrence of the Meeting, was taken as read.

ORDINARY RESOLUTION 1

THE PROPOSED ADOPTION OF THE BH GLOBAL CORPORATION PERFORMANCE SHARE PLAN 2020

The first item on the Agenda of the Meeting was to approve the proposed adoption of the BH Global Corporation Performance Share Plan 2020 (“**PSP 2020**”).

The Chairman proposed the motion.

The results of Resolution 1 were as follows:

	Total Votes	Percentage
For the Resolution	259,563,070	99.9840%
Against the Resolution	41,500	0.0160%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that authority be and is hereby given to the Directors to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the BH Global Performance Share Plan 2020, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to BH Global Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company from time to time.”

ORDINARY RESOLUTION 2

AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE PSP 2020

The Chairman proposed the motion to approve the authority to grant Awards and to allot and issue shares under the PSP 2020.

The results of Resolution 2 were as follows:

	Total Votes	Percentage
For the Resolution	259,563,070	99.9840%
Against the Resolution	41,500	0.0160%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that:

- (a) the performance share plan to be known as the “BH Global Corporation Performance Share Plan 2020” (the “PSP 2020”) details of which are set out in the Circular dated 14 May 2020 to the Shareholders, under which awards (“Awards”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved.**
- (b) the Directors of the Company be and are hereby authorised:**
 - (i) to establish and administer the PSP 2020;**
 - (ii) to modify and/or alter the PSP 2020 from time to time, provided such modification and/or alternation is effected in accordance with the provisions of the PSP 2020 and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2020;**
 - (iii) to grant Awards in accordance with the provisions of the PSP 2020 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the PSP 2020, subject to the passing of this Ordinary Resolution 1, shall not exceed fifteen per cent. (15%) of the**

issued Shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);

- (iv) *subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the PSP 2020; and*
- (v) *to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.”*

ORDINARY RESOLUTION 3

THE PROPOSED PARTICIPATION OF VINCENT LIM HUI ENG, A CONTROLLING SHAREHOLDER, IN THE PSP 2020

Mr Loh proposed the participation of Mr Vincent Lim Hui Eng in the PSP 2020.

The results of Resolution 3 were as follows:

	Total Votes	Percentage
For the Resolution	21,005,626	99.8028%
Against the Resolution	41,500	0.1972%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Vincent Lim Hui Eng, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.”

ORDINARY RESOLUTION 4

THE PROPOSED PARTICIPATION OF PATRICK LIM HUI PENG, A CONTROLLING SHAREHOLDER, IN THE PSP 2020

Mr Loh proposed the participation of Mr Patrick Lim Hui Peng in the PSP 2020.

The results of Resolution 4 were as follows:

	Total Votes	Percentage
For the Resolution	21,005,626	99.8028%
Against the Resolution	41,500	0.1972%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Patrick Lim Hui Peng, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.”

ORDINARY RESOLUTION 5

THE PROPOSED PARTICIPATION OF EILEEN LIM CHYE HOON, A CONTROLLING SHAREHOLDER, IN THE PSP 2020

Mr Loh proposed the participation of Ms Eileen Lim Chye Hoon in the PSP 2020.

The results of Resolution 5 were as follows:

	Total Votes	Percentage
For the Resolution	21,005,626	99.8028%
Against the Resolution	41,500	0.1972%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Eileen Lim Chye Hoon, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.”

ORDINARY RESOLUTION 6

THE PROPOSED PARTICIPATION OF JOHNNY LIM HUAY HUA, A CONTROLLING SHAREHOLDER, IN THE PSP 2020

Mr Loh proposed the participation of Mr Johnny Lim Huay Hua in the PSP 2020.

The results of Resolution 6 were as follows:

	Total Votes	Percentage
For the Resolution	21,005,626	99.8028%
Against the Resolution	41,500	0.1972%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Johnny Lim Huay Hua, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.”

ORDINARY RESOLUTION 7

THE PROPOSED PARTICIPATION OF HING KAH WAH, AN ASSOCIATE OF CONTROLLING SHAREHOLDER EILEEN LIM CHYE HOON, IN THE PSP 2020

Mr Loh proposed the participation of Mr Hing Kah Wah in the PSP 2020.

The results of Resolution 7 were as follows:

	Total Votes	Percentage
For the Resolution	21,005,626	99.8028%
Against the Resolution	41,500	0.1972%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Hing Kah Wah, who is an Associate of Eileen Lim Chye Hoon, a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.”

ORDINARY RESOLUTION 8

THE PROPOSED ADOPTION OF THE BH GLOBAL CORPORATION SHARE OPTION SCHEME 2020

The Chairman proposed the adoption of the BH Global Corporation Share Option Scheme 2020.

The results of Resolution 8 were as follows:

	Total Votes	Percentage
For the Resolution	259,604,570	100%
Against the Resolution	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the exercise of Options under the BH Global Corporation Share Option Scheme 2020, provided always that the aggregate number shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company from time to time.”

ORDINARY RESOLUTION 9

THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER THE BH GLOBAL CORPORATION SHARE OPTION SCHEME 2020

The Chairman proposed the grant of authority to offer and grant options and to allot and issue shares under the BH Global Corporation Share Option Scheme 2020.

The results of Resolution 9 were as follows:

	Total Votes	Percentage
For the Resolution	259,604,570	100%
Against the Resolution	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that:

- (a) *the share option scheme to be known as the “BH Global Corporation Share Option Scheme 2020” (the “ESOS 2020”) details of which are set out in the Circular dated 14 May 2020 to the Shareholders, under which awards (“Awards”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved and adopted substantially in the form set out in the rules of the ESOS 2020, and the Directors of the Company be and are hereby authorised:*
- (i) *to establish and administer the ESOS 2020;*
 - (ii) *to modify and/or amend the ESOS 2020 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the ESOS 2020 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS 2020;*
 - (iii) *to offer and grant Options in accordance with the rules of the ESOS 2020 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the ESOS 2020, subject to the passing of Ordinary Resolution 8, and provided that the aggregate number of Shares issued and issuable pursuant to the ESOS 2020 and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the issued shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);*
 - (iv) *subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Options granted under the ESOS 2020; and*
 - (v) *to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.”*

ORDINARY RESOLUTION 10

THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE ESOS 2020

The Chairman proposed the grant of authority to offer and grant options at a discount under the ESOS 2020.

The results of Resolution 10 were as follows:

	Total Votes	Percentage
For the Resolution	259,604,570	100%
Against the Resolution	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 8 being approved, approval be given for Options to be granted under the ESOS 2020 for the subscription of Shares at subscription prices which may, at the discretion of the Committee administering the ESOS 2020, be subject to a discount to the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the ESOS 2020), provided that the maximum discount which may be given shall not exceed twenty per cent. 20% of the relevant market price for the Shares applicable to that Option.”

ORDINARY RESOLUTION 11

THE PROPOSED PARTICIPATION OF VINCENT LIM HUI ENG, A CONTROLLING SHAREHODER IN THE ESOS 2020

Mr Loh proposed the participation of Mr Vincent Lim Hui Eng in the ESOS 2020.

The results of Resolution 11 were as follows:

	Total Votes	Percentage
For the Resolution	21,047,126	100%
Against the Resolution	0	0%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Vincent Lim Hui Eng, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.”

ORDINARY RESOLUTION 12

THE PROPOSED PARTICIPATION OF PATRICK LIM HUI PENG, A CONTROLLING SHAREHODER IN THE ESOS 2020

Mr Loh proposed the participation of Mr Patrick Lim Hui Peng in the ESOS 2020.

The results of Resolution 12 were as follows:

	Total Votes	Percentage
For the Resolution	21,047,126	100%
Against the Resolution	0	0%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Patrick Lim Hui Peng, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.”

ORDINARY RESOLUTION 13

THE PROPOSED PARTICIPATION OF EILEEN LIM CHYE HOON, A CONTROLLING SHAREHODER IN THE ESOS 2020

Mr Loh proposed the participation of Ms Eileen Lim Chye Hoon in the ESOS 2020.

The results of Resolution 13 were as follows:

	Total Votes	Percentage
For the Resolution	21,047,126	100%
Against the Resolution	0	0%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Eileen Lim Chye Hoon, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.”

ORDINARY RESOLUTION 14

THE PROPOSED PARTICIPATION OF JOHNNY LIM HUAY HUA, A CONTROLLING SHAREHODER IN THE ESOS 2020

Mr Loh proposed the participation of Mr Johnny Lim Huay Hua in the ESOS 2020.

The results of Resolution 14 were as follows:

	Total Votes	Percentage
For the Resolution	21,047,126	100%
Against the Resolution	0	0%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Johnny Lim Huay Hua, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.”

ORDINARY RESOLUTION 15

THE PROPOSED PARTICIPATION OF HING KAH WAH, AN ASSOCIATE OF EILEEN LIM CHYE HOON, A CONTROLLING SHAREHODER IN THE ESOS 2020

Mr Loh proposed the participation of Mr Hing Kah Wah in the ESOS 2020.

The results of Resolution 15 were as follows:

	Total Votes	Percentage
For the Resolution	21,047,126	100%
Against the Resolution	0	0%

Based on the results of the poll, Mr Loh declared the following motion carried:

“RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Hing Kah Wah, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.”

ORDINARY RESOLUTION 16

THE PROPOSED SHARE PURCHASE MANDATE

The Chairman proposed the adoption of the proposed share purchase mandate.

The results of Resolution 16 were as follows:

	Total Votes	Percentage
For the Resolution	268,761,572	100%
Against the Resolution	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that:

- (a) ***for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) of Singapore (“Companies Act”), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company (the “Shares”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:***
 - (i) ***market purchases (each a “Market Purchase”) on the Singapore Exchange Securities Trading Limited (“SGX-ST”); and/or***

- (ii) *off-market purchases (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Purchase Mandate”);*
- (b) *unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:*
- (i) *the date on which the next annual general meeting of the Company is held;*
- (ii) *the date by which the next annual general meeting of the Company is required by law to be held; or*
- (iii) *the date on which purchases or acquisitions of Shares are carried out to the full extent mandated; or*
- (iv) *the date on which the authority contained in the Share Purchase Mandate is varied or revoked;*
- (c) *in this resolution:*
- “Prescribed Limit” means, subject to the Companies Act, ten per cent. (10%) of the total number of issued Shares of the Company as at the date of the passing of this resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered after such capital reduction. Any Shares which are held as Treasury Shares will be disregarded for the purposes of computing the ten per cent. (10%) limit; and*
- “Maximum Price”, in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, clearance fees, applicable goods and services tax and other related expenses) not exceeding:*
- (i) *in the case of a Market Purchase (i, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and*
- (ii) *in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price (as defined hereinafter),*

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the shares recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-market Purchase; and

“Market Day” means a day on which the SGX-ST is open for trading in securities;

- (d) **the Directors of the Company be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate in any manner as they think fit, which is permissible under the Companies Act; and**
- (e) **the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution.”**

SPECIAL RESOLUTION 17

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

The Chairman informed that the Resolution 17 on the Agenda was to seek shareholders' approval for the proposed adoption of the new Constitution of the Company.

The results of Resolution 17 were as follows:

	Total Votes	Percentage
For the Resolution	268,720,072	100%
Against the Resolution	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that:

- (a) **the Regulations contained in the New Constitution of the Company as set out in Appendix D of the Circular to the Shareholders dated 14 May 2020 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and**

- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this special resolution.”***

CONCLUSION

There being no other business, the Chairman declared the Meeting of the Company closed at 10.52 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Mr Vincent Lim Hui Eng
Chairman of the Meeting

RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS FROM SHAREHOLDERS

Question	Response
<p>1. Why is the Company adopting the Performance Share Plan to its controlling shareholders when they are already holding substantial shareholdings?</p>	<p>The Company is introducing the Performance Share Plan 2020 (“PSP 2020”) so that it will have a more comprehensive and flexible set of remuneration tools to attract talent and to better motivate, reward and retain the Group’s employees. The PSP 2020 is based on the principle of pay-for-performance where achievement of pre-determined performance targets or goals will be rewarded with the award of shares. This better aligns the interest of employees, especially key senior management and senior executives, with the interests of shareholders, and reduces the payment of remuneration through cash.</p> <p>The PSP 2020 is intended to apply to the Company’s executives and employees, and not just to the controlling shareholders who are also directors or employees of the Group.</p>
<p>2. Will the Company consider deferring the Performance Share Plan till when the Group’s performance is more stable?</p>	<p>The Company is introducing the PSP 2020 so that it will have a more comprehensive and flexible set of remuneration tools to attract talent and to better motivate, reward and retain the Group’s employees in the current circumstances and climate. The PSP 2020 is based on the principle of pay-for-performance where achievement of pre-determined performance targets or goals will be rewarded with the award of shares. This better aligns the interest of employees, especially key senior management and senior executives, with the interests of shareholders, and reduces the payment of remuneration through cash.</p> <p>The PSP 2020 will be valid for a period of 10 years should it be approved at the upcoming EGM on 5 June 2020, which will then become a remuneration tool component available to the Remuneration Committee in its periodic assessment and formalization of the Company’s remuneration policies. In deciding the final remuneration policy for each period, the Remuneration Committee will deliberate on various factors such as the appropriateness and merits of each available remuneration tool relative to the circumstances of the Company at the point of time.</p>