

SHINVEST HOLDING LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 198905519R)

RESPONSE TO QUERIES REGARDING ANNUAL REPORT 2019

The Board of Directors (the “**Board**”) of Shinvest Holding Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the queries from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 20 February 2020 regarding the Corporate Governance in the Company’s Annual Report 2019 and wishes to respond to the queries as follow:

Question 1: *Guideline 9.3 of the Code of Corporate Governance 2012 (the “Code”) states that the company should name and disclose the remuneration of at least the top five key management personnel (who are not directors or the CEO) in bands of S\$250,000. Companies need only show the applicable bands. There should be a breakdown (in percentage or dollar terms) of each key management personnel’s remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives.*

In addition, the company should disclose in aggregate the total remuneration paid to the top five key management personnel (who are not directors or the CEO).

As best practice, companies are also encouraged to fully disclose the remuneration of the said top five key management personnel (emphasis added).

It is noted on Page 16 of the Company’s annual report that the upper limit of the highest remuneration band is not disclosed for the top five key management personnel (who are not directors or the CEO).

Pursuant to Listing Rule 710, please provide the required disclosures or otherwise explain the reason(s) for the deviation from the Code.

Company’s Response

The Board noted that the Code recommends disclosing the remuneration of at least the top five key management personnel in bands of S\$250,000, however, in view of the remuneration of the Group top key management personnel (who are not directors or the CEO) is commercially sensitive given highly competitive environment the Group is operating in, the Board is of the opinion that it is in the best interest of the Group to keep the remuneration of the Group top key management personnel above S\$250,000 opens. The Board will make continuous review and make appropriate adjustment if circumstances call for.

Question 2: *Guideline 9.4 of the Code, states that for transparency, the annual remuneration report should disclose the details of the remuneration of employees who are immediate family members of a director or the CEO, and whose remuneration exceeds S\$50,000 during the year. This will be done on a named basis with clear indication of the employee’s relationship with the relevant director or the CEO. Disclosure of remuneration should be in incremental bands of S\$50,000. The company need only show the applicable bands (emphasis added).*

It is noted on Page 17 of the annual report that “...there were no employees who are substantial shareholders of the Company, or are immediate family members of a director, the managing director or a substantial shareholder of the Company whose remuneration exceeded \$100,000.” (emphasis added).

Pursuant to Listing Rule 710, please provide the required disclosures or otherwise explain the reason(s) for the deviation from the Code.

Company's Response

In view of the revised Corporate Governance Code 2018, the Company had reviewed the changes on the Code and had elected to adopt the Amended code early in Annual Report 2019.

By Order of the Board

Teo Teck Leong
Managing Director

28 February 2020