

CORPORATE GOVERNANCE

Introduction

The Board of Directors (the “Board”) and the management (the “Management”) of Abterra Ltd. (the “Company”), and together with its subsidiaries (the “Group”) are committed to maintaining a high standard of corporate governance. Underlying this commitment is the belief that good corporate governance will help to enhance corporate performance and accountability. We strongly believe that the integrity and professionalism of our Board members and employees, governed by a system of policies, will enable the Company to achieve greater heights and greater returns for our shareholders.

This report will help shareholders better understand the Company’s practices which were in place throughout the financial year and guided by the Code of Corporate Governance 2012.

Board of Directors

Principle 1 – The Board’s Conduct of Affairs

Role of the Board

The Board’s primary role is to protect and enhance long-term shareholders’ value. The Board is responsible for the overall corporate governance of the Group. Besides carrying out its statutory responsibilities, the Board’s roles include setting its strategic direction, establishing goals for the Management and monitoring the achievement of these goals. The Board also:

- oversees risk management and internal control processes, financial reporting and compliance, and approves the release of financial results and announcements of material transactions;
- reviews and approves major funding, investment and divestment proposals;
- reviews and approves the nominations to the Board and appointments to the various Board committees (“Board Committees”); and
- reviews and approves the framework of remuneration for the Board and key executives as recommended by the Remuneration Committee.

The Company has put in place financial authorisation and approval limits for operating and capital expenditures, procurement of goods and services, and cheque signatory arrangements. Matters for which the Board’s approval is required include material acquisitions and disposals of assets, corporate or financial restructuring, share issuances and dividend payments to shareholders, and other transactions of a material nature requiring announcement under the Listing Rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

Board Processes

To facilitate effective management, the Board has delegated some of its authorities to four Board Committees namely, the Audit Committee, the Remuneration Committee, the Nominating Committee and the Employee Share Option Scheme Committee. Each of the Board Committee functions within clearly defined terms of reference and operating procedures. The effectiveness of the Board Committees are also constantly monitored.

CORPORATE GOVERNANCE (CONT'D)

The Board and the various Board Committees meet regularly, and as warrant by business imperatives or deemed appropriate by the members of the Board. The Articles of Association of the Company (the "Articles") allow Board meetings to be held via tele-conference and video-conference. The number of Board meetings and Board Committees meetings held during the financial year ended 31 December 2013 ("FY2013") and the attendance of the Directors at these meetings are set out below.

Director	Board*		Audit Committee		Remuneration Committee		Nominating Committee		Employee Share Option Scheme Committee	
	No of meetings held	No of meetings attended	No of meetings held	No of meetings attended	No of meetings held	No of meetings attended	No of meetings held	No of meetings attended	No of meetings held	No of meetings attended
Cai Sui Xin	6	2	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Lin Xizhong	6	4	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Cai Suirong ¹	1	0	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Lau Yu	6	6	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Chew Ban Chuan Victor Mark	6	6	6	6	1	1	1	1	-	-
Wong Shiu Wah Williamson	6	6	6	6	1	1	1	1	-	-
Chan Chun Tat Ray	6	6	6	6	1	1	1	1	-	-

* Refers to meetings held/attended while each Director was in office.

Note:

1. Retired at the Fourteenth Annual General Meeting of the Company held on 12 April 2013.

The Board is regularly briefed on the Group's activities to keep them updated on the latest developments.

There was no new director appointed in FY2013. Newly appointed Directors are briefed by the Chairman and Chief Executive Officer to familiarize them with the Group's business and its strategic directions. They will also be issued with a formal letter by the Company Secretary explaining their duties and obligations as a Director upon their appointment. In addition, the Board is free to request sponsorship from the Company, subject to the approval from the Chairman, to attend courses to update their knowledge and better equip themselves to discharge their duties as Directors.

CORPORATE GOVERNANCE (CONT'D)

The Board comprises of the following members:

Name of Director	Position held on the Board	Date of first appointment to the Board	Date of last re-election as Director	Nature of appointment
Cai Sui Xin	Chairman	18 October 2006	30 April 2013	Executive/Non-Independent
Lin Xizhong	Vice Chairman	6 February 2007	12 April 2013	Executive/Non-Independent
Lau Yu	Chief Executive Officer	18 October 2006	6 September 2011	Executive/Non-Independent
Chew Ban Chuan Victor Mark	Director	20 May 2004	30 April 2013	Non-executive/Independent
Wong Shiu Wah Williamson	Director	11 February 2010	12 April 2013	Non-executive/Independent
Chan Chun Tat Ray	Director	26 July 2010	6 September 2011	Non-executive/Independent

Principle 2 – Board Composition and Guidance

The Board comprises six Directors, of whom three are non-executive and are considered independent of Management by the Nominating Committee. The Nominating Committee considers an independent Director as one who has no relationship with the Company, its related companies, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company.

The Nominating Committee is satisfied that the Board comprises of Directors with a variety of expertise, networking and core competencies necessary to discharge their duties and responsibilities, and to provide strategic networking to enhance the business of the Group.

The names and the key information of the Directors of the Company in office are set out in the Board of Directors section of this Annual Report.

Principle 3 – Chairman and Chief Executive Officer

There is a clear separation of the roles and responsibilities of the Chairman and the Chief Executive Officer ("CEO"). Different individuals assume the roles of the Chairman and the CEO. The Chairman of the Board is Mr Cai Sui Xin. As the Executive Chairman, Mr Cai's role, amongst other matters, is to manage the business of the Group to exercise control over the quantity, quality and timeliness of the flow of information between the Management and the Board and to preserve harmonious relations with shareholders.

Together with the Chairman, the CEO, Mr Lau Yu, plays an instrumental role in developing the business and making key decisions on the Management and operation of the Group.

The independent directors meet amongst themselves without the presence of the other directors where necessary, and the lead independent director will provide a summary of their discussions to the Chairman.

CORPORATE GOVERNANCE (CONT'D)

Principle 4 – Board Membership

Nominating Committee ("NC")

The NC comprises entirely of independent non-executive Directors. As at the date of this report, the NC comprises the following members:

Mr Chan Chun Tat Ray – Chairman
Mr Chew Ban Chuan Victor Mark
Mr Wong Shiu Wah Williamson

The NC's key terms of reference are as follows:

- reviewing and recommending candidates for appointment to the Board having regard to their qualification, experience, expertise and potential contribution to the Group;
- reviewing and recommending candidates for appointment as senior management;
- evaluating the effectiveness of the Board as a whole and the contributions of each Director;
- identifying the skills, expertise and capabilities for the effective functioning of the Board;
- re-nominating Directors for re-election at each Annual General Meeting ("AGM"); and
- evaluating and determining the independence of each Director.

The size and composition of the Board are reviewed on an annual basis by the NC, which seeks to ensure that the Board has an appropriate mix of expertise and experience. The Board has not set the maximum number of listed company board representation each Director may hold. The NC shall review from time to time the Board representatives and other principle commitments of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately, and if necessary to make appropriate recommendations to the Board.

In the selection process for the appointment of new directors, the NC reviews the composition of the Board and identifies the skill sets which will enhance the Board's overall effectiveness. Potential candidates are identified from various sources. Thereafter, the NC conducts an initial assessment to review a candidate's qualifications, attributes and past experience followed by interviewing short-listed candidates. The proposed candidates' independence, expertise, background and right skills will be considered before the NC makes its recommendations to the Board.

The Articles provides that one-third of the Directors shall retire from office by rotation at every AGM of the Company. For the forthcoming AGM, Mr Lau Yu and Mr Chan Chun Tat Ray are due for retirement and are eligible for re-election pursuant to Article 91.

Principle 5 – Board Performance

The effectiveness of the Board is monitored by the NC. The NC assesses the Board performance in terms of overall performance, achieving an adequate return for shareholders, oversight of the Management and the Group's performance during the period. In evaluating the contributions and performance of each Director, factors taken into consideration include, amongst others, attendance record of the Directors at Board meetings and activities, contributions based on the member's respective core competencies, and maintenance of independence.

The Board has implemented a formal process for assessing the effectiveness of the Board as a whole and contribution by each Director to the effectiveness of the Board.

CORPORATE GOVERNANCE (CONT'D)

The appraisal process requires the Directors to evaluate the performance of the Board as a whole and of his own annually and to identify areas of improvement. The appraisal forms will be collated by an independent coordinator who will report to the NC. The NC will report to the Board thereafter. The results of the evaluation process would be used by the Board to effect continuing improvements on Board processes where considered necessary.

The NC is satisfied that Mr Chew Ban Chuan Victor Mark, Mr Wong Shiu Wah Williamson and Mr Chan Chun Tat Ray are independent and the Directors having external directorships have devoted sufficient time and attention to the affairs of the Group.

Principle 6 – Access to Information

The Management recognizes the importance of ensuring the flow of complete, adequate and timely information to the directors on an ongoing basis to enable them to make informed decisions to discharge their duties and responsibilities. Agenda, board papers and related materials, background or explanatory information relating to matters to be discussed at the Board meetings and Board committee meetings are circulated electronically to the directors prior to the meetings. Any additional material or information requested by the directors is promptly furnished.

Board members have separate and independent access to the Company's Senior Management and the Company Secretary. The Company Secretary attends all meetings of the Board and Board Committees and ensures that board procedures are followed and that the corporate secretarial aspects of applicable rules and regulations are complied with. The Articles provides that the Company Secretary shall be appointed by the Board.

Should Directors, whether as a group or individually, need independent professional advice to enable them to discharge their duties, the Company will appoint a professional advisor selected by the Group or individual, and approved by the Chairman, at the Company's expense, to render the advice.

Remuneration Matters

Principle 7 – Procedures for Developing Remuneration Policies

Remuneration Committee ("RC")

The RC comprises entirely of independent non-executive Directors. As at the date of this report, the RC comprises the following members:

Mr Chew Ban Chuan Victor Mark – Chairman
Mr Chan Chun Tat Ray
Mr Wong Shiu Wah Williamson

CORPORATE GOVERNANCE (CONT'D)

The RC's key terms of reference are as follows:

- reviewing and approving the structure of the compensation plans and recruitment strategies of the Group so as to align compensation with shareholders' interests;
- reviewing the Executive Directors' and Senior Management's compensation and determine appropriate adjustments; and
- reviewing and advise the Board on the implementation of any appropriate long-term incentive schemes for the Directors and employees of the Company.

No Director is involved in deciding his own remuneration, except in providing information and documents if specifically requested by the RC to assist in its deliberations.

The RC's review covers all aspects of remuneration, including salaries, fees, allowances, bonuses, benefits-in-kind and the Company's obligations arising in the event of termination of the Executive Directors and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses. The RC's recommendations are submitted for endorsement by the entire Board.

Principle 8 – Level and Mix of Remuneration

The Company adopts an overall remuneration policy for its key management personnel and employees comprising a fixed component in the form of a base salary, and a variable component in the form of a bonus that is linked to the performance of the Company, the individual, the industry and the economy. Another element of the variable component is the grant of share options under the ESOS. This seeks to align the interests of the Company's key management personnel and employees with that of the shareholders.

The Company has also maintained a fixed appointment period for all service contracts signed with the Executive Directors. The remuneration to be paid to each Executive Director for his services as a member of the Board is an annual fixed cash component that is further reviewed by the RC. Each Executive Director is also eligible for share options under the ESOS.

The Independent Directors have no service agreements with the Company. They are each paid a Director's fee which is determined by the Board based on effort and time spent as well as responsibilities as member of the Board Committees. The Directors' fees are subjected to the approval of shareholders at AGM.

CORPORATE GOVERNANCE (CONT'D)

Principle 9 – Disclosure of Remuneration

The remuneration of the Directors of the Company for FY2013 is as follows:

Director	Directors' Fees (%)	Salary* (%)	Bonus (%)	Benefits in kind (%)	Total (%)
Below \$250,000					
Cai Sui Xin	–	100	–	–	100
Lin Xizhong	–	100	–	–	100
Cai Suirong ¹	–	100	–	–	100
Lau Yu	–	100	–	–	100
Chew Ban Chuan Victor Mark	100	–	–	–	100
Wong Shiu Wah Williamson	100	–	–	–	100
Chan Chun Tat Ray	100	–	–	–	100

* Salary is inclusive of CPF where applicable

Note:

1. Retired at the Fourteenth Annual General Meeting of the Company held on 12 April 2013.

Given the highly competitive industry conditions, the Company believes that it is not in the best interests of the Company to disclose remuneration of each individual Director, the CEO and its Senior Management on a named basis. The Company is instead disclosing the Directors' remuneration in bands of S\$250,000 and the breakdown of the Directors' remuneration as per the table above. The remuneration of each of the Company's Senior Management is below \$250,000.

Save for Ms Cai Suirong, a former Director of the Company, disclosed in the table above, there are no employees who are immediate family members of the Directors or the CEO and her remuneration did not exceed \$50,000 during the period under review.

The Abterra Employee Share Option Scheme (the "Scheme") was adopted on 20 August 2010. The objectives of the Scheme include, motivating the executives of the Group to optimise their performance standards and efficiency as well as to retain key executives whose contributions are essential to the long term growth and profitability of the Group.

CORPORATE GOVERNANCE (CONT'D)

Employee Share Option Scheme Committee ("ESOS Committee")

The ESOS Committee comprises of the members of RC to, amongst others, administer the Scheme. The functions of the ESOS Committee are as follows:

- administer the Scheme pursuant to the rules of the Scheme;
- formulate guidelines/procedures ("Formulated Rules") for determining the eligibility of persons to participate in the Scheme ("Participants") and determine the number of options available for allocation to the Participants pursuant to the Scheme;
- determine the number of options exercisable by the Participants for each year during the duration of the Scheme and the exercise price for each grant in accordance to the Listing Rules of the SGX-ST;
- grant options to Participants as recommended by the Management in accordance with the Formulated Rules and the rules of the Scheme;
- make or vary such regulations (not being inconsistent with the rules of the Scheme) for the implementation and administration of the Scheme as it thinks fit; and
- determine any matter pertaining or pursuant to the Scheme and any disputes and uncertainties as to the interpretation of the Scheme, any rules, regulations or procedures or any rights under the Scheme.

The number of shares comprised in option(s) offered to a participant shall be determined at the absolute discretion of the ESOS Committee who shall take into account, where applicable, criteria such as rank, past performance, years of services and potential contribution of the participant. Details of the Scheme and the number of unissued shares under option and options exercised are set out in the Directors' Report.

Accountability and Audit

Principle 10 – Accountability

The Board takes the responsibility of providing a balanced and understandable assessment of the Group's performance, position and prospects when presenting interim and other price sensitive public reports and reports to regulators (if required).

The shareholders are provided with detailed analysis, explanation and assessment of the Group's financial position and prospects via the issuance of annual reports and quarterly announcements of results. Results for the first three quarters are released to shareholders within 45 days from the end of each quarter. The full year results are released within 60 days from the financial year end. Financial and other price sensitive information are disseminated to shareholders through announcements and press releases via SGXNet.

The Management provides the Group's financial results to all members of the Board for their review and approval on a quarterly basis. Presentations on the Groups' business and activities are also provided to the Board throughout the financial year by the Management. In addition, the Directors are provided with the names and contact details of the Company's Senior Management to facilitate direct communication.

CORPORATE GOVERNANCE (CONT'D)

Principle 11 – Risk Management and Internal Controls

As the Company does not have a risk management committee, the Board, the AC and the Management assume the responsibility of the risk management function. The Management reviews regularly the Group's business and operational activities to identify areas of significant risks as well as appropriate measures to control and mitigate these risks. The Management also reviews all significant policies and procedures and highlights all significant matters to the Board and the AC.

The Board acknowledges that it is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The internal audit system and internal control provides the Company with a reasonable assurance against material financial loss and keeps the Company in compliance with the applicable policies, law and regulations. On 3 April 2013, the Company has also, in consultation with the AC, appointed a certified public accounting firm to carry out an exercise to review and update existing policies which will help to formalise key procedures and practices with a view to further strengthen the Group's internal controls and systems.

During the year, the Board reviews with the assistance of the Management and external auditors on the effectiveness of the Company's internal controls and risk management systems. The Board and the Management have reviewed and implemented stringent internal controls to safeguard shareholders' interest and the Company's assets. The Board, with the concurrence of the AC, is of the opinion that the internal controls, addressing the financial, operational and compliance risks of the Company, were adequate to meet the needs of the Group in its current business environment. This is in turn supported by assurance from the CEO and the Financial Controller that:

- (a) the financial records of the Company have been properly maintained and the financial statements give a true and fair view of the company's operations and finances and are in accordance with the relevant accounting standards; and
- (b) they have evaluated the effectiveness of the Company's internal controls and have discussed with the Company's external and internal auditors of their reporting points and note that there have been no significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarise or report financial data.

CORPORATE GOVERNANCE (CONT'D)

Principle 12 – Audit Committee

The Audit Committee (“AC”) is guided by written terms of reference, which clearly set out its authority and duties. The AC comprises entirely of independent non-executive Directors. As at the date of this report, the AC comprises the following members:

Mr Wong Shiu Wah Williamson – Chairman
Mr Chan Chun Tat Ray
Mr Chew Ban Chuan Victor Mark

The Board has reviewed and is satisfied that the members of the AC are appropriately qualified to discharge their responsibilities. The AC meets on a quarterly basis to review the quarterly and annual financial statements, including key significant financial reporting issues and assessments, to safeguard the integrity of the financial statements. The AC has also met with the external auditors and internal auditors without the presence of the Management.

The AC’s key terms of reference are as follows:

- review the internal audit plans, the scope and results of internal audit procedures;
- assess the independence and objectivity of the external auditors;
- review with the external auditors the effectiveness of the Group’s material internal controls, including financial, operational and compliance controls and risk management;
- review the scope and results of the audit undertaken by the external auditors, its cost effectiveness;
- review the Group’s financial results and statements prior to submission to the Board for approval;
- review the assistance given by the Company’s management to the external auditors;
- review the nature and extent of non-audit services performed by the external auditors (if any);
- recommend to the Board on the appointment or re-appointment of external auditors;
- review interested person transactions; and
- conduct investigation into any matter within the AC’s scope of responsibility and review any significant findings of investigations.

During the year, the AC conducted an annual review of the nature and extent of all non-audit services performed by the external auditors and has confirmed that such services would not affect the independence and objectivity of the external auditors. The AC also reviews the remuneration and terms of engagement of the external auditors. In this regard, the AC reviewed and is satisfied with the aggregate amount of audit fees paid to its auditors.

The Company has also complied with Rules 712, 715, 716 of the Listing Manual in relation to the appointment of Mazars LLP as the external auditors of the Company and its subsidiaries.

In addition, updates on changes in accounting standards are communicated to the AC by the external auditors.

CORPORATE GOVERNANCE (CONT'D)

Whistle-Blowing Policy

The Group has in place a Whistle-Blowing Policy. This Policy provides an independent feedback channel through which matters of concern about possible improprieties in matters of financial reporting or other matters may be raised by employees in confidence and in good faith, without fear of reprisal. Details of this policy have been disseminated and made available to all employees of the Company. All matters which are raised are then independently investigated and appropriate actions taken. The AC ensures that independent investigations and any appropriate follow-up actions are carried out.

Principle 13 – Internal Audit

The Board recognises the importance of maintaining a system of sound internal controls processes for a good corporate governance framework. The Board affirms its overall responsibility for the Group's systems of internal controls, and for reviewing the adequacy and integrity of those systems on an annual basis.

The Company has engaged a certified public accounting firm to perform the internal audit function, with the purpose to examine and evaluate the internal control systems of the Group and hence maximise effectiveness and efficiency. The appointed internal auditors would review the process in accordance to the audit plan approved by the AC. The finalised internal audit report would be presented to the AC for review, which would highlight any issues that requires attention. The AC would oversee the process and evaluates the adequacy of the internal audit function.

On an annual basis, the AC reviews the internal audit program of the Group so as to align it to the changing needs and risk profile of the Group's activities.

For the internal audit works carried out in FY2013, the engaging internal auditors are guided by the International Standards for the Professional Practice of Internal Auditing (IIA Standards) issued by the Institute of Internal Auditors.

Communications with Shareholders

Principle 14 – Shareholder Rights

At the general meeting, the shareholders have the opportunity to participate and vote on the resolutions. A notice, agenda and circulars to shareholders (where appropriate) are sent to the shareholders as well as releasing on the SGXNet prior to the meetings. Shareholders may appoint up to two proxies to attend the meeting.

CORPORATE GOVERNANCE (CONT'D)

Principle 15 – Communication with Shareholders

The Company takes a serious view of maintaining full and adequate disclosure, in a timely manner, of material events and matters concerning its business. Price sensitive information, results of the Company and other necessary disclosures are disseminated via announcements to SGX-ST, which are released via SGXNet. The Company sends its annual report and notice of Annual General Meeting (“AGM”) to all shareholders.

The Company’s website at www.abterra.com.sg also provides up-to-date information on the Group and its businesses.

The Company has a team of investor relations personnel who focus on facilitating the communications with all stakeholders – shareholders, analysts and media – on a regular basis, to attend to their queries or concerns as well as to keep the investors public apprised of the Group’s corporate developments and financial performance. When necessary and appropriate, the Chairman and CEO will meet analysts and fund managers who like to seek a better understanding of the Group’s operations.

While the Group does not have a fixed dividend policy, it is the Group’s intention to evaluate its resources and distribute dividends as appropriate. Any such dividends payout are dependent on the financial performance, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors that the Board may deem appropriate. Taking into consideration the abovementioned factors, the Group has not declared any dividends for FY2013.

Principle 16 – Conduct of Shareholder Meetings

The AGM of the Company is the principal forum for dialogue and interaction with all shareholders. All shareholders will receive the notice of AGM, which is also advertised on the newspapers and issued via SGXNet. The Board welcomes questions and comments relating to the Group’s business or performance from shareholders at AGMs. Shareholders are given the opportunity to air their views and direct questions to the Board on matters affecting the Group.

The Company does not practise bundling of resolutions at general meetings. Each item of special business included in the notice of the general meetings is accompanied, where appropriate, by an explanation for the proposed resolution. Directors, including the chairman of the Board Committees are present at all general meetings to address shareholders’ queries. External auditors are also present at such meeting to assist the Directors to address any relevant queries from the shareholders.

The Company prepares minutes of all general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and the Management. These minutes will be available to shareholders upon their request.

The Company conducts the voting of all its resolutions by poll at all its AGM and extraordinary general meetings. The detailed voting results of each resolutions tabled are announced at the meetings and in an announcement released after the meeting via SGXNet. Shareholders can vote in person or by appointing up to two proxies to attend and vote in his/her stead.

CORPORATE GOVERNANCE (CONT'D)

Dealing in Securities

(Listing Manual Rule 1207(19))

The Company has adopted an internal code on dealings in securities to govern dealings in its shares by the Directors and the key employees of the Group. The Directors and employees are not allowed to deal in the Company's shares during the period commencing two weeks before the date of announcement of results for each of the first three quarters of the Company's financial results and one month before the date of announcement of the full year results, and ending on the date of announcements of the relevant results, and at any time while in possession of price sensitive information. Further, Directors and officers are advised not to deal in the Company's securities on short-term considerations.

The Company has complied with the SGX-ST's Listing Rules on best practices on dealings in the Company's securities.

Material Contracts

Material contracts was entered into by Abterra Ltd. or any of its subsidiaries involving the interests of the controlling shareholder, either still subsisting at the end of the financial period, or if not then subsisting, entered into since the end of the previous financial year. The details are as below:-

Description	Details	
Names of the lender and the borrower	Borrower:	Abterra Macao Commercial Offshore Ltd
	Lender:	General Nice Resources (H.K.) Ltd
Relationship between the lender and the borrower and whether the director or controlling shareholder is the lender or borrower	Controlling shareholder of holding company	
Amount of the loan	S\$7,500,000	
Interest rate	9%	
Terms as to payment of interest and repayment of principal	2 years	
Security Provided	Not applicable	

CORPORATE GOVERNANCE (CONT'D)

Interested Person Transactions

During FY2013, interested person transactions carried out during the financial year which fall under Chapter 9 of Listing Manual of the Singapore Exchange Security Trading Limited are as follows:

Name of interested person	Aggregate value of all interested person transactions during the year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than \$100,000)
Interest payable: – General Nice Resources (Hong Kong) Limited	S\$676,420	Nil

Singapore, 28 March 2014