

CORPORATE GOVERNANCE

CWT believes in having high standards of corporate governance and is committed to making sure that effective self-regulatory corporate practices exist to protect the interests of its shareholders and maximise long-term shareholder value.

In its aim to achieve the best practices in corporate governance, CWT subscribes to the Code of Corporate Governance (the Code) dated May 2, 2012 by the Monetary Authority of Singapore, which forms a sound platform for supporting good governance and transparency practices.

The Board is pleased to report that throughout the reporting period for the financial year ended December 31, 2016, CWT largely complied with the Code's principles and guidelines. This statement outlines CWT's corporate governance practices with specific reference to the principles and guidelines of the Code.

BOARD MATTERS

Board's Conduct of Affairs (Principle 1)

The Board charts the long-term strategic direction and oversees the business affairs of the CWT Group. It assumes responsibility for the Group's overall strategic plans and key business initiatives, significant investments and major funding, and financial performance reviews and corporate governance practices. The Board also determines the compensation policies for Senior Management and monitors standards of performance and issue policy, both directly and through board committees, ensuring the Group's compliance with all laws and regulations as may be relevant to the business.

To support its role and assist in the execution of its responsibilities, the Board has established two board committees, namely, the Nominating cum Remuneration Committee (NRC) and the Audit Committee (AC). The terms of reference and composition of each board committee are described in the respective section on Board Membership and Audit Committee.

The Board meets regularly and holds at least four meetings a year, with ad-hoc meetings being convened as and when circumstances require. Meetings via teleconference are permitted by CWT's Constitution (the Constitution). The frequency of meeting and attendance of each Director at every board and board committee meeting are hereby disclosed.

Board of Directors	No. of Board Meetings Held	No. of Board Meetings Attended	No. of NRC Meetings Held	No. of NRC Meetings Attended	No. of AC Meetings Held	No. of AC Meetings Attended
Loi Kai Meng	4	4	1	1	N.A.	N.A.
Liao Chung Lik	4	4	N.A.	N.A.	4	4
Loi Pok Yen	4	4	1	1	4	4
Jimmy Yim Wing Kuen	4	4	N.A.	N.A.	4	4
Dr Hu Jian Ping	4	4	1	1	N.A.	N.A.
Dr Tan Wee Liang	4	4	1	1	4	4

Note: N.A. denotes Not Applicable

All board directors objectively take decisions in the interests of the Group. Matters which specifically require the Board's decision are those involving a conflict of interest for a substantial shareholder or a director (such transactions are subject to AC's prior approval), material capital expenditure/investments, material acquisitions and disposal of investments/assets, corporate or financial restructuring and share issuances, dividends and other returns to shareholders as well as matters which require the Board's approval as specified under the CWT's interested person transaction policy. Specific approval from the Board is also required for any investment or expenditure exceeding 5% of the Group Net Tangible Assets.

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In line with best practices in corporate governance and the Code, CWT has available budget for Directors to receive further relevant training of their choice in relation with their duties. Relevant courses include programmes conducted by the Singapore Institute of Directors.

Directors are aware of their duties and obligations and the requirements in respect of disclosure of interests in securities, disclosure of conflicts of interest in transactions involving CWT, prohibitions on dealings in CWT's securities and restrictions on disclosure of price-sensitive information. Directors are also informed of regulatory changes affecting CWT.

Board Composition and Guidance (Principle 2)

As at December 31, 2016, the Board comprises 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
Loi Kai Meng	Chairman	26 November 2004	23 April 2015	Non-executive/ Non-independent
Liao Chung Lik	Director	26 November 2004	23 April 2014	Non-executive/ Non-independent
Loi Pok Yen	Director	26 November 2004	23 April 2015	Executive/ Non-independent
Jimmy Yim Wing Kuen	Director	28 May 2003	23 April 2015	Non-executive/ Independent
Dr Hu Jian Ping	Director	10 December 2004	22 April 2016	Non-executive/ Independent
Dr Tan Wee Liang	Director	15 June 2008	22 April 2016	Non-executive/ Independent

The Board currently comprises 6 Directors. The Board is of the view that the present board size of 6 Directors is adequate to provide for a diversity of views, facilitate effective decision-making and that the Board has an appropriate balance of executive, independent and non-independent Directors, taking into account the scope and nature of operations of the Group. Each Director has been appointed on the strength of his calibre, experience and potential to contribute to the Group and its businesses. Directors bring valuable insights from different perspectives vital to the strategic interests of the Group. The Board is of the view that its Directors as a group possess the necessary competencies to lead and govern the Group effectively. Their profiles are found on page 6.

The NRC noted that all Independent Directors (IDs) had completed their self-assessment and confirmed their independence of the Group.

There is a fairly strong independent element in the Board, with the NRC considering 3 out of 6 Directors to be independent from Management and the Group. The independence of each Independent Director is reviewed annually by the NRC. The NRC adopts the Code's definition of what constitutes an Independent Director in its review and it is satisfied that no individual or small group of individuals dominate the Board's decision-making process.

The Non-executive Directors (NEDs) participate in board and board committee activities, provide necessary advice and guidance and contribute to the overall strategic development of the Group. The NEDs may be called upon by the AC and NRC if necessary to formally meet without the presence of Management or Executive Director to review any matters that must be raised privately. The NRC, comprising only NEDs, reviews Management's performance and determines the rewards for such performance.

Chairman and Group Chief Executive Officer (Principle 3)

CWT has a separate Chairman and Group Chief Executive Officer (CEO). There is appropriate division of responsibilities between the Chairman and the Group CEO, which ensures a balance of power and authority within the Group. The Chairman leads the Board and is responsible for its workings and proceedings. The Group CEO is the most senior executive in CWT and bears executive responsibility for the Group's business. The Group CEO, Loi Pok Yen, is the son of the Chairman, Loi Kai Meng.

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Lead Independent Director

The Board appointed Dr Tan Wee Liang as Lead Independent Director (LID) on 1 March 2013 to lead and coordinate the activities of the IDs of the Company. Dr Tan was re-elected as a board director on 22 April 2016. The LID aids the IDs to constructively challenge business proposals and review business strategies put up by Management and provide necessary advice and guidance to Management.

Board Membership (Principle 4)

CWT's Executive Council (EXCO), AC and NRC have been formed to assist the Board in the execution of its responsibilities. These committees have written mandate and operating procedures, which are reviewed periodically.

Executive Council (EXCO)

The EXCO comprised two NEDs, Loi Kai Meng and Liao Chung Lik, one Executive Director, Loi Pok Yen, and members of Senior Management. The EXCO oversees the management of CWT and its group of companies. Its principal responsibilities include strategy formulation, review and evaluation of the Group's long-term objectives, projects and investments, organisation and resource structure, financial performance, cost management, business sustainability and corporate effectiveness.

Audit Committee (AC)

The AC comprised two IDs, Jimmy Yim Wing Kuen (AC Chairman) and Dr Tan Wee Liang, and one NED, Liao Chung Lik. The role and responsibilities of the AC are described in the section on Audit Committee (Principle 12).

Nominating cum Remuneration Committee (NRC)

The NRC is chaired by Dr Hu Jian Ping, who has a wealth of experience in corporate management and is not associated with a substantial shareholder. The other members of the NRC are LID Dr Tan Wee Liang and NED Loi Kai Meng.

The NRC covers dual roles in Directors' nomination cum evaluation and remuneration. The NRC's functions include considering and making recommendations to the Board concerning the appointment and re-election of Directors, and determining the independence of the Directors; evaluating Board and individual Director's performance and effectiveness; and reviewing the board composition of the Group and remuneration for Senior Management.

The NRC recommends all appointments and re-appointments of Directors to the Board and Board Committees. It takes into consideration whether Directors who serve on many boards are able to commit the necessary time to discharge their responsibilities. The Board has determined that each Director can hold up to a maximum number of 6 listed company board representations in a year. The NRC also conducts an annual review of Director's independence. Based on the Code's criteria for independence, the NRC has ascertained that all IDs are independent.

Article 92 of the Constitution requires one-third of the Board to retire by rotation at every Annual General Meeting (AGM). In other words, no directors stay in office for more than 3 years without being re-elected by shareholders. New Directors are at present appointed by way of a board resolution, after the NRC approves their appointments. Such new Directors must submit themselves for re-election at the next AGM of the Group.

Jimmy Yim Wing Kuen and Dr Hu Jian Ping have served more than nine years from the date of their respective first appointment. In assessing and confirming their independence, the Board has conducted a very rigorous review on their independent character and judgement, as well as evaluated existing relationships or circumstances which are likely to affect, or could appear to affect their judgement. The Board also evaluated and noted their strong understanding of CWT's business and their significant contributions to the Board and board committees on various fronts, including being active in the evaluation and deliberation of business initiatives and investments of CWT. The Board strongly believes that they will continue to make valuable contributions to the Board, while taking an objective and independent view. Taking into account the scope and nature of the operations of the company, the requirements of the business, the need to avoid undue disruptions from changes to the composition of the Board and board committees, and business continuity, the Board fully supports the retention of Jimmy Yim and Dr Hu as IDs of CWT.

A record of the Directors' appointment and re-election dates is set out on page 18.

Alternate Directors

CWT has no Alternate Directors on its Board.

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Board Performance (Principle 5)

The Board and NRC will evaluate together the Board's performance as a whole. The assessment process adopts objective performance criteria such as comparison of the Group's performance with its industry peers. The Board's performance targets include a measure aligned with shareholders' interests, such as Total Shareholder Returns (TSR) and a comparison of CWT's TSR against industry peers. The performance criteria also consider CWT's share price performance over a three-year period vis-a-vis the Singapore Straits Times Index and a benchmark index of its industry peers.

The NRC, in considering the re-appointment of any director, will evaluate the performance of the Director. The assessment of each Director's performance is undertaken by the Board Chairman and NRC Chairman. The criteria for assessment include, but are not limited to, attendance record at meetings of the Board and Board Committees, intensity of participation at meetings and the quality of contributions. Other performance criteria include Return on Total Assets and Return on Equity.

Access to Information (Principle 6)

Directors are provided with relevant information containing facts, analysis and recommendations in advance of each Board and Board Committee meeting to properly inform them on matters to be discussed and/or approved. Management staffs who have prepared the papers, or who can provide additional insight into the matters to be discussed, are invited to present the paper or attend at the relevant time during Board and Board Committee meetings.

The Board also receives regular reports pertaining to the operational and financial performance of the Group. In addition, all analyst reports on the Group are forwarded to the Board as and when received to keep the Directors abreast of analysts' views on the Group's performance.

Directors have separate and independent access to Senior Management and Company Secretary at all times. The Company Secretary attends all Board meetings and advises the Board on all governance matters; ensures that legal and regulatory requirements as well as board policies and procedures are complied with; and facilitates and organises directors' training. The Board is involved in the appointment and removal of the Company Secretary.

Procedures are in place for Directors and Board Committees, where necessary, to seek independent professional advice, paid for by the Group.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies (Principle 7)

The NRC, in consultation with the Board Chairman, has recommended to the Board a framework of director fees for NEDs. It also regularly reviews the compensation package for key executives, which is performance-based, and seeks to enhance the compensation structure with the view to incentivise performance. Where necessary, the NRC shall seek expert advice inside and/or outside the Group on remuneration of all Directors. No NRC member or Director is involved in the deliberation of any remuneration, compensation or any form of benefits to be granted to him.

Presently, other than fixed term contract with certain key executives approved by the Board before their appointment, there is no provision in the current employment contract with the Executive Director or other key executives for compensation or parachute payment upon termination of their contract. Any such contractual commitment requires the prior approval of the NRC before execution.

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Level and Mix of Remuneration (Principle 8)

The NRC has given due consideration to the Code's principles and guidance notes on the level and mix of remuneration so as to ensure that the level of remuneration is appropriate to attract, retain and motivate Directors to run the Group successfully.

It has also taken into account factors such as efforts and time spent, and the responsibilities of NEDs. The NRC has ensured that a significant proportion of the remuneration especially that of key executives is linked to corporate and individual performance, and that the performance-related elements of remuneration should form a significant portion of the total remuneration package of the Executive Director, whose remuneration package was designed to align his interests with those of shareholders.

Presently, there is no long-term incentive scheme for employees in place.

CWT shall review the pay and employment conditions within the industry and those from peer companies to ensure that Directors and Senior Management are adequately remunerated.

Additionally, the NRC has come to a consensus that it is not feasible to enforce contractual provision on reclaim of incentive components of remuneration from the Executive Director or key executives. Such provision is presently absent from the relevant employment contracts.

Disclosure on Remuneration (Principle 9)

All Directors received a basic fee in Fiscal Year 2016 (FY2016). In addition, they received allowances tied to their respective roles on the Board and Board Committees. There is an overall cap on the total fees and allowances for each Director. If a Director occupied a position for part of FY2016, the fee or allowance payable will be prorated accordingly.

Based on the existing fee structure, the proposed Directors' fees for FY2016 have been computed and summarised as follow:

DIRECTOR	FY2016 FEES
Loi Kai Meng	S\$250,000
Jimmy Yim Wing Kuen	S\$140,000
Liao Chung Lik	S\$130,000
Dr Tan Wee Liang	S\$130,000
Dr Hu Jian Ping	S\$100,000
Total Fees for FY2016	S\$750,000

All NEDs received 100% fixed fees for their services in FY2016 in accordance with the existing fee structure. There are no variable components in Directors' fees.

The Board has endorsed the NRC's recommendation of the proposed Directors' fees which will be tabled for shareholders' approval at the AGM in April 2017.

Management remuneration is made up of fixed base salary, variable bonus, allowances, benefits and CPF contribution. The basis for management remuneration is substantially driven by return on equity investment; financial and operational results; governance and financial discipline; leadership, team-building and people development qualities; and organisation-building strengths and potential growth contributions. In alignment with regulatory standards, the mix of fixed and variable compensation for management staff in operational, administrative and backend control functions is weighted in favour of fixed compensation, to lessen the relationship between the compensation of management staff in such functions and the company's financial performance. Management staff in sales and business development functions, on the other hand, has a greater variable portion tied to business goals and financial performance. In FY2016, management staff met and are fairly remunerated based on above performance conditions.

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With regard to the remuneration of key executives, there are both fixed and variable components, with the latter being tied to organisational and business units' performance. The overall average fixed and variable components paid to key executives, including the Executive Director, in FY2016 were 28% and 72% respectively.

Having considered the highly competitive industry conditions and the sensitivity and confidentiality of staff remuneration matters, CWT believes that the disclosure of remuneration of its top 5 executives on a named basis as recommended by the Code would be disadvantageous to the Group's interests and hamper its ability to retain and nurture the Group's talent pool. CWT has instead presented the remuneration band by the number of key executives as follows:

Annual Remuneration	Number of Executives
S\$8,750,000 to S\$9,000,000	1
S\$3,250,000 to S\$3,500,000	2
S\$1,500,000 to S\$1,750,000	1
S\$750,000 to S\$1,000,000	1
Total Remuneration	S\$18,166,510

The Group CEO's remuneration package falls in the highest band above. The Group CEO's remuneration in FY2016 was S\$8,752,640, of which 33% was fixed and 67% made up of variable component. While the Group CEO is a board director, he does not receive any director fees.

ACCOUNTABILITY AND AUDIT

Accountability (Principle 10)

The Board, through its announcements of quarterly and full-year results, aims to provide shareholders with a balanced and understandable assessment of the Group's performance and prospects. Results for the first three quarters are released to shareholders within 45 days of the end of the quarter. Annual results are released within 60 days of the financial year end.

Management provides Directors with a quarterly financial management report, which includes the quarterly management accounts, other financial statements and an analysis of those accounts and an update of business and development projects. The report is submitted within 45 days of the quarter end. Management may also provide more frequent management reports to the Board or Board Committees for specific considerations.

CWT has clear policies and guidelines for dealings in securities by Directors and employees, as recommended by the SGX-ST's Best Practices Guide. Directors and employees are cautioned to observe the insider trading laws at all times.

Risk Management and Internal Controls (Principle 11)

The Group carries out periodic assessments of risks and controls to ensure the adequacy of financial and operational controls and compliance with those policies, procedures and controls.

The Audit Controller, who reports directly to the AC, conducts regular audit of internal control systems of the group companies and recommends necessary improvement and enhancement.

CWT's auditors, KPMG LLP, also carry out a review of the internal controls to the extent that these are relevant to the preparation of true and fair financial statements. In addition, the AC reviews the audit plans and findings of the external auditors including performance improvement observations noted by the auditors in connection with their audit.

Further, the AC reviews the actions taken by Management to address findings by both the internal and external auditors.

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The Board, with the concurrence of the AC, is of the opinion that CWT's internal controls are adequate in addressing financial, operational and compliance risks in the Group's current business environment based on:

- a) Reviews of internal controls established and maintained by the Group;
- b) Management's annual undertaking confirming their responsibilities for and effectiveness of the internal controls;
- c) Reviews and assessment of risks; and
- d) Reports issued by the internal and external auditors.

The Board has also received assurance from the Group CEO and Group Chief Financial Officer (CFO) that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances, and with regard to the effectiveness of the company's risk management and internal control systems.

Audit Committee (Principle 12)

The AC comprises three NEDs, the majority of whom, including the AC Chairman, is independent. As stated under Board Membership on page 19, the members of the AC are Jimmy Yim Wing Kuen (AC Chairman), Dr Tan Wee Liang and Liao Chung Lik. The members of the AC, collectively, have the expertise in financial management and are qualified to discharge the AC's responsibilities.

The AC has full access to and cooperation by the Group's Management and auditors, and has full discretion to invite any Director or management executive to attend its meetings. The auditors have unrestricted access to the AC. The AC has reasonable resources to enable it to discharge its functions properly.

The AC holds at least four meetings a year and performs the following functions:

- a) reviews the quarterly financial results before submission to the Board and announcement to the shareholders;
- b) reviews the consolidated financial statements of the Group before submission to the Board and the auditors' report on those financial statements;
- c) reviews the scope and results of the external and internal audits, and to evaluate, with the assistance of internal and external auditors, the adequacy of the systems of internal and accounting controls, risk management and compliance;
- d) reviews the audit plans of the Group's auditors and their evaluation of the systems of internal accounting controls arising from their audit examination;
- e) reviews that the system of internal controls maintained by the Group is sufficient to provide reasonable assurances that assets are safeguarded against loss from unauthorised use, transactions are properly authorised and proper accounting records are maintained;
- f) reviews the independence of the auditors;
- g) reviews interested person transactions; and
- h) recommends the nomination of auditors, approves the compensation of the auditors, and reviews the scope and results of the audit and its cost-effectiveness.

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The AC may examine whatever aspects it deems appropriate of the Group's financial affairs, its internal reviews and external audits and its exposure to risks of a regulatory or legal nature. It keeps under review the effectiveness of CWT's system of accounting and financial controls, for which the Directors are responsible. It also keeps under review the Group's programme to monitor compliance with its legal, regulatory and contractual obligations.

The AC has the explicit authority to conduct or authorise investigations into any matters within its terms of reference. Minutes of the AC meetings are regularly submitted to the Board for its information and review.

The AC reviews with the Group CFO and auditors all audit matters including:

- a) Auditors' report to Management on significant audit findings and recommendations for improvement in control systems;
- b) CWT's quarterly and audited annual financial statements and related footnotes, and the integrity of financial reporting of the Group and accounting principles, for recommendation to the Board for approval; and
- c) The auditors' audit of the annual financial statements and reports.

Where necessary, the AC meets with internal and external auditors – without the presence of Management – to review any matters that might be raised privately.

The AC has received the requisite information from the external auditors evidencing the latter's independence. It has also reviewed the volume and nature of non-audit services provided by the external auditors during the current financial year. Based on this information, the AC is satisfied that the financial, professional and business relationships between CWT and the external auditors will not prejudice the independence and objectivity of the external auditors.

The AC reviewed the performance of the existing auditors and decided to nominate for re-appointment, KPMG LLP, as the Group's auditors for the financial year 2017.

In the review of the financial statements for the year ended December 31, 2016, the AC discussed with Management and the external auditors the accounting principles that were applied and their judged opinions of items that might affect the financial statements. Based on the review and discussions, the AC is of the view that the financial statements are fairly presented in conformity with the relevant Singapore Financial Reporting Standards in all material aspects.

Key Audit Matters

During the audit committee meeting to approve the results announcement and the financial statements of the Group for the year ended 31 December 2016, the AC discussed with the external auditors on the identified key audit matters and how those key audit matters have been addressed by the external auditors. Having considered the approach taken by the external auditors and their findings, the AC is satisfied with the basis and estimates adopted by the Group.

Whistleblowing Policy

CWT has a whistleblowing policy which encourages employees and vendors to report malpractices and misconduct in the workplace. The policy establishes a confidential line of communication to report concerns about possible improprieties to the Head of Internal Audit, and ensures the independent investigation of, and follow-up of such matters.

CWT will treat all information received confidentially and protect the identity of all whistleblowers. Anonymous disclosures will be accepted and anonymity honoured. Employees who have acted in good faith will be protected from reprisal. Reports can be lodged via email at whistleblow@cwtlimited.com. Whistleblowing complaints of materiality will be reported to the AC for their independent review and appropriate follow-up actions, including further investigation if deemed appropriate by the AC.

Internal Audit (Principle 13)

CWT has put in place an internal audit function that is independent of the activities it audits. The Audit Controller is an independent qualified resource reporting directly to the AC on all audit matters, and to the Group CFO on administrative matters.

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The Audit Controller meets the standards set out by recognised professional bodies and operates within the framework stated in its Internal Audit Charter, which is approved by the AC. Its mission is to provide independent review, objective assessment of CWT's internal control framework/systems to add value and improve CWT's operations. It helps CWT achieve its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, controls and governance processes.

The Audit Controller plans its internal audit schedules annually in consultation with, but independent of, Management and its plan is submitted to and approved by the AC. The audit plans are aligned to the business objectives of the Group and the scope of the audit is driven primarily from a risk-based audit approach, with greater focus on higher risk assignments.

The Audit Controller's reports are distributed to the AC, Management and the external auditors as and when issued. These reports are discussed with Senior Management periodically, and with the AC quarterly.

In addition, the Audit Controller also works with the external auditors to discuss the audit scope and findings as well as to coordinate their specific audit efforts to achieve maximum synergies. Supervisory reports issued by the external auditors and the Audit Controller are actively followed up for implementation by Management based on the agreed timelines.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholders' Rights (Principle 14)

CWT fully supports and encourages shareholder participation at the AGM. All shareholders of CWT receive the annual report and notice of AGM in advance of the AGM. The notice is also advertised in newspapers and made available on CWT's website.

CWT ensures that shareholders have the opportunity to participate effectively in and vote at the AGM. Shareholders are informed of the rules that govern general meeting of shareholders.

CWT's Constitution allows a shareholder to appoint up to two proxies to attend and vote in the shareholder's place at the general meetings of shareholders. Pursuant to the introduction of the multiple proxies regime under the Singapore Companies (Amendment) Act 2014, indirect investors who hold SGX shares through a nominee company or custodian bank or through a CPF agent bank may attend and vote at each AGM.

Communication with Shareholders (Principle 15)

CWT is committed to maintaining high standards of disclosure and corporate transparency. The Group strives to convey to shareholders pertinent information in a clear, forthcoming, detailed, timely manner and on a regular basis, and take into consideration their views and inputs in addressing shareholders' concerns.

CWT also monitors the dissemination of material information to ensure that it is made publicly available on a timely and non-selective basis.

Financial results are reported quarterly and made publicly available to shareholders and stakeholders on the SGXNET and CWT corporate website at www.cwtlimited.com. Information on the Group's new initiatives is also announced on the SGXNET and CWT corporate website.

The investor relations section of CWT corporate website contains extensive investor-related information on CWT which serves as a one-stop resource platform for shareholders and investors to gain access to company, financial and stock data, assisting them in their investment decisions. Further, shareholders and investors can subscribe to email alerts on CWT corporate website to receive real-time CWT's updates as and when they are announced.

CWT does not practise selective disclosure. Results and annual reports are announced or issued within the mandatory period and are available on CWT corporate website.

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Conduct of Shareholder Meetings (Principle 16)

At the AGM, shareholders are given the opportunity to air their views and ask Directors and/or Management questions regarding CWT. The Constitution also allows a shareholder of CWT to appoint one or more proxies to attend and vote in place of the shareholder.

The Constitution presently does not provide for shareholders to vote at the AGM in absentia such as by mail, email or fax to ensure proper authentication of the identity of shareholders and their voting intent. CWT will consider implementing the relevant amendment to the Constitution if the Board is of the view that there is a demand for the same, and after CWT has evaluated and put in place the necessary security and other measures to facilitate absentia voting and protect against errors, fraud and other irregularities.

Each item of special business included in the notice of AGM is accompanied, where appropriate, by an explanation for the proposed resolution. Separate resolutions are proposed for each separate issue at the meeting. Chairpersons of the AC and NRC as well as the external auditors will be present and available to address questions at the AGM. Additionally, minutes of the AGM, including a summary of the questions and answers raised at the AGM, are available to shareholders upon request.

CWT uses electronic polling for all the resolutions tabled at the AGM for greater transparency in the voting process. Votes cast for, or against, each resolution will be tallied and displayed live-on-screen to shareholders immediately at the meeting. The total numbers and percentage of votes cast for or against the resolutions will also be announced after the meeting via SGXNET.

SUPPLEMENTARY INFORMATION

Share Dealing and Interested Person Transaction Policy

CWT has complied with the best practices on dealing in securities in relation to Listing Rule 1207(19). The Group issues email notification to all its officers including Directors and employees in which they are reminded that they should refrain from dealing in the securities of CWT:

- a) During the two weeks before and up to the date of announcement of quarterly results and four weeks before and up to the date of announcement of full year results;
- b) On short term considerations; and
- c) At any time if they are in possession of unpublished material price-sensitive information.

Management staffs have been advised of the guideline on Share Dealings, the implications of insider trading and the recommendations of the Best Practices Guide issued by the Singapore Exchange Limited.

CWT has put in place an internal policy in respect of any interested person transactions of the Group (IPT Policy). All division heads are required to understand and be familiar with the IPT Policy, and highlight any such transactions to the Group's Corporate Services Division, where a register of CWT's interested person transactions is maintained. The IPT Policy also sets out the levels and procedures to obtain approval for applicable transaction.

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The Group has not obtained a general mandate from shareholders for interested person transactions. The aggregate value of all interested person transactions for the year ended 31 Dec 2016 is as follows:

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	
	FY 2016	FY 2015	FY 2016	FY 2015
	S\$'000	S\$'000	S\$'000	S\$'000
Sales				
– J Logistics Pte Ltd	2,633	N.A.	N.A.	N.A.
Purchases				
– C & P Leasing Pte Ltd (fka C&P Capital Pte Ltd)	1,361	1,404	N.A.	N.A.
– C & P Transport Pte Ltd	2,706	3,800	N.A.	N.A.

Other than what was already disclosed in respect of the transactions conducted for the year ended 31 December 2016, CWT did not have further interested person transactions during the financial year under review which are required to be disclosed pursuant to Listing Rule 907.