

## CHANGE - ANNOUNCEMENT OF APPOINTMENT::APPOINTMENT OF AUDIT COMMITTEE MEMBER

### Issuer & Securities

#### Issuer/ Manager

JARDINE CYCLE & CARRIAGE LIMITED

#### Securities

JARDINE CYCLE & CARRIAGE LTD - SG1B51001017 - C07

#### Stapled Security

No

### Announcement Details

#### Announcement Title

Change - Announcement of Appointment

#### Date & Time of Broadcast

27-Feb-2019 17:44:29

#### Status

New

#### Announcement Sub Title

Appointment of Audit Committee Member

#### Announcement Reference

SG190227OTHRYL9J

#### Submitted By (Co./ Ind. Name)

Jeffery Tan Eng Heong

#### Designation

Company Secretary

#### Description (Please provide a detailed description of the event in the box below)

Appointment of Audit Committee Member

### Additional Details

#### Date Of Appointment

01/07/2019

#### Name Of Person

Phan Swee Kim

## Age

60

## Country Of Principal Residence

Singapore

## The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)

The Nominating Committee ("NC") has reviewed the background, qualifications and working experience of Mr Phan and recommended his appointment. The Board, having considered the NC's recommendation, has approved his appointment as an Audit Committee member.

The Board considers Mr Phan to be independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

## Whether appointment is executive, and if so, the area of responsibility

Non- Executive

## Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)

Audit Committee Member

## Professional qualifications

- Fellow Member of the Institute of Singapore Chartered Accountants
- Institute of Chartered Accountants in England and Wales

## Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries

Nil

## Conflict of interests (including any competing business)

Nil

## Working experience and occupation(s) during the past 10 years

July 2013 - June 2018: Area Managing Partner, Asia Pacific Area, Ernst & Young  
 July 2011 - June 2013: Chief Operating Officer, Asia Pacific Area, Ernst & Young  
 July 2008 - June 2011: Regional Managing Partner of ASEAN and Country Managing Partner of Singapore, Ernst & Young

## Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7)) Or Appendix 7H (Catalist Rule 704(6))

Yes

## Shareholding interest in the listed issuer and its subsidiaries?

No

## Other Principal Commitments\* Including Directorships#

\*"Principal Commitments" has the same meaning as defined in the Code

# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704 (9) or Catalist Rule 704 (8).

Past (for the last 5 years)

Board member of the following:

- Ernst & Young Global Limited
  - Ernst & Young (Myanmar) Limited
  - Ernst & Young Oceania Limited
  - EY Global Finance Inc.
  - EY Holdings, Ltd
  - Ernst & Young China Holding Company Limited
  - Ernst & Young AKT Limited
  - Gloucester Insurance Ltd
  - Maxifond Limited
  - APAC Area Investments Limited
  - AP Fusion GP Pte Ltd
  - Ernst & Young Far East Lanka (Pvt) Limited
  - Ernst & Young Global (Asia Pacific) Pte Ltd
  - Ernst & Young Limited
  - Ernst & Young AKT Investments Limited
  - Ernst & Young (Asia- Pacific) Services Limited
  - Ernst & Young Asia-Pacific Services (HK) Limited
  - Ernst & Young China Investments Limited
  - Ernst & Young Asia-Pacific Limited
  - Ernst & Young Holdings Pte. Ltd.
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- Board member and Audit Committee Chairman, Singapore Land Authority
  - Nominations Committee member, Institute of Singapore Chartered Accountants

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Present

- Board member, Singapore Accountancy Commission

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(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?

No

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(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

No

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(c) Whether there is any unsatisfied judgment against him?

No

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(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?

No

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(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?

No

(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?

No

(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?

No

(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?

No

(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?

No

(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

No

(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or

No

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or

No

(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?

No

(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

Yes

If Yes, Please provide full details

Mr Phan was Ernst & Young's audit partner of Informatics Group in 2004. He had noted some accounting irregularities in the course of the audit, following which there was an investigation. Upon

conclusion of the investigation, Mr Phan was not reprimanded nor censured, but did receive a letter of advice from the Public Accountants Oversight Committee of the Accounting and Corporate Regulatory Authority (ACRA). Two senior management of Informatics were eventually prosecuted and Mr Phan was called as a witness for the prosecutor during the trial.

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Any prior experience as a director of an issuer listed on the Exchange?

No

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If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange

Director will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.

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Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)

NA

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