

**LION ASIAPAC LIMITED**

(Co. Reg. No. 196800586R)

(Incorporated in the Republic of Singapore)

**Response to queries raised by Singapore Exchange Securities Trading Limited
on 2021 Annual Report**

The Board of Directors of Lion Asiapac Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to provide the following information in response to the queries raised by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) dated 23 November 2021 in relation to the Company’s Annual Report for the financial year ended 30 June 2021.

SGX-ST’s Query 1:

Provision 2.4 of the Code of corporate governance 2018 (the “**Code**”) states that, “The Board and board committees are of an appropriate size, and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The board diversity policy and progress made towards implementing the board diversity policy, including objectives, are disclosed in the company’s annual report.”

Listing Rule 710 requires issuers to explicitly state, when deviating from the provisions prescribed in the Code, the provision from which it has varied, explain the reason for variation and provide an explanation on how the practices it had adopted are consistent with the intent of the relevant principle. Please disclose how the Company has deviated from Provision 2.4 of the Code, and in particular, the required disclosure on board diversity policy and progress made towards implementing the board diversity policy, including objectives.

The Company’s Response

Currently, the Company does not have a board diversity policy. In identifying suitable candidates for a new appointment to the Board of Directors (the “**Board**”), the Nominating Committee (“**NC**”) will give equal considerations to all female candidates. However, other than gender, the NC and the Board of directors will consider different dimensions of diversity, such as age, geography, skills, knowledge, and experience. New directors will continue to be selected based on their merit and credential, considering the process for new Board appointments and Board succession planning, inter alia.

SGX-ST’s Query 2:

The NC and the Board has recommended for Mr Sam Chong Keen’s continued appointment as an independent director under the two-tier voting process at the upcoming AGM pursuant to Listing Rule 210(5)(d)(iii). Please explain how has this been reflected in the resolutions contained in the Notice of AGM as well as Proxy Form.

The Company's Response

The NC and the Board's recommendation for Mr Sam Chong Keen's continued appointment as an independent director under the two-tier voting process at the upcoming AGM according to Listing Rule 210(5)(d)(iii) is tabled under Ordinary Resolutions 4 and 5 in the Notice of AGM and Proxy Form.

In the Explanatory Notes of the Notice of AGM, which is on page 131 of the 2021 Annual Report, the Company has disclosed that:

"Ordinary Resolutions 4 and 5 – Subject to his re-election under Ordinary Resolutions 4 and 5, Mr Sam Chong Keen, the Chairman and Independent Director of the Company, will continue to serve as a chairman of the Audit Committee, Nominating Committee, and Remuneration Committee. As at the date of this Notice, Mr Sam Chong Keen has served on the Board for more than nine years. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, which will take effect from 1 January 2022, Mr Sam Chong Keen will not be considered an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders (see Ordinary Resolution 4, tabled pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST), and (B) all Shareholders, excluding the Directors, the chief executive officer, and their associates (see Ordinary Resolution 5, tabled pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST). Ordinary Resolutions 4 and 5, if passed, will enable Mr Sam Chong Keen to continue his appointment as an Independent Director pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and Provision 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company following the passing of these resolutions. If only Ordinary Resolution 4 is passed, Mr Sam Chong Keen will continue to serve as an Independent Director until 31 December 2021, and after such date, as a Non-independent Non-executive Director of the Company until the date of his retirement or resignation as a Director of the Company. If Ordinary Resolution 4 is not passed, Ordinary Resolution 5 will not be put to the vote in the interests of efficiency.

For the NC and Board's assessment of Mr Sam Chong Keen's independence, please refer to pages 13 and 14 of the Annual Report for further details.

For the purpose of Ordinary Resolution 5, in accordance with Rule 210(5)(b)(iii)(B) of the Listing Manual of the SGX-ST (which will come into effect on 1 January 2022), all the Directors of the Company (as well as the chief executive officer, if he is not also a Director) and their respective associates (as defined in the Listing Manual of the SGX-ST) shall abstain from voting in respect of each of their shareholdings on Ordinary Resolution 5. The Company will disregard any votes cast by or on behalf of such persons on Ordinary Resolution 5. The Chairman of the AGM will accept appointment as proxy for any other Shareholder to vote in respect of Ordinary Resolution 5 if such Shareholder has given specific instructions in a validly completed and submitted Proxy Form as to voting, or abstentions from voting, in respect of Ordinary Resolution 5."

BY ORDER OF THE BOARD
LION ASIAPAC LIMITED

Lah Ling San
Company Secretary

Singapore, 24 November 2021