

## Additional Disclosure Requirements

Appendix 1 – Areas not relevant to PwC Holdings Ltd Group

### Additional requirements of Singapore Exchange Securities Trading Listing Manual

a) Corporate information

**Company secretary**

S.M. Barker

SGX 1207(1)

**Registered office**

350 Harbour Street

#30-00 PwC Centre

Singapore 049929

Telephone number : (65) 6226 5066

Facsimile number : (65) 6226 5788

Website : <http://www.pwcholdings.com.sg>

SGX 1207(2)

**Share registrar**

Independent Registry Firm

10 Collyer Quay #19-00

Ocean Building Singapore 049315

SGX 1207(3)

**Auditor**

PricewaterhouseCoopers LLP

8 Cross street #17-00

PWC Building Singapore 048424

Audit Partner : See Pea Ay

Year of appointment : 2008

SGX 713

(b) Material contracts<sup>1</sup>

SGX 1207(8)

In 2011, the Company entered into a two-year contract with ABAS Consultancy Pte Ltd, which is a firm owned by the wife of Mr Ang Boon Chew, a director of the Company. The firm provided professional services to the Company amounting to \$212,000 (2010:\$149,000) during the financial year. Based on the long term contract, the Company was able to obtain professional services slightly below the normal price. As an average, services were charged at 5% below the normal price in 2011 (2010: 4% below the normal price).

(c) Directors' remuneration<sup>2</sup>

SGX 1207(11-14)

Please refer to information disclosed in Section (B) of the Corporate Governance Report.

## Additional Disclosure Requirements

Appendix 1 – Areas not relevant to PwC Holdings Ltd Group

### Additional requirements of Singapore Exchange Securities Trading Listing Manual (continued)

(d) Auditors' fees<sup>3</sup>

	2011 \$'000	2010 \$'000	SGX 1207(6)(a)
Fees on audit services paid/payable to <sup>3</sup> :			
- Auditor of the Company	440	386	
- Other auditors*	410	358	
Fees on non-audit services paid/payable to <sup>3</sup> :			
- Auditor of the Company	125	120	
- Other auditors*	210	212	
	<u>1,185</u>	<u>1,076</u>	

*\*Includes the network of member firms of PricewaterhouseCoopers International Limited (PwCIL).*

(e) Appointment of auditors

SGX 1207(6)(c)

The Group has complied with Rules 712 and Rule 715 or 716 of the Listing Manual issued by Singapore Exchange Securities Trading Limited in relation to its auditors<sup>4</sup>.

(f) Review of the provision of non-audit services by the auditors<sup>5</sup>

The Audit Committee has undertaken a review of non-audit services provided by the auditor<sup>5</sup> and they would not, in the opinion of the Audit Committee's opinion, affect their independence<sup>6</sup>.

SGX 1207(6)(b)

(g) Internal controls<sup>7</sup>

Please refer to information disclosed in Section (C.5) of the Corporate Governance Report

SGX 1207(10)

## Additional Disclosure Requirements

Appendix 1 – Areas not relevant to PwC Holdings Ltd Group

### Additional requirements of Singapore Exchange Securities Trading Listing Manual (continued)

(h) Properties of the Group

*Major properties held for development*

<u>Location</u>	<u>Description</u>	<u>Intended Use</u>	<u>Stage of completion</u>	<u>Expected date of completion</u>	<u>Site area (sq m)</u>	<u>Gross floor area (sq m)</u>	<u>Group's effective interest in the property</u>
Upper Thomson Road	3-storey building	Commercial	20%	June 2012	400	1,122	100%

SGX 1207(10)(a)

*Major properties held for development*

SGX 1207(10)(b)

<u>Location</u>	<u>Description</u>	<u>Existing Use</u>	<u>Tenure</u>	<u>Unexpired term of lease</u>
Cairnhill, Singapore	Apartment unit	Residential	Freehold	–
Jurong East, Singapore	2-storey apartment unit	Residential	Leasehold	95
Tampines, Singapore	5-storey building	Commercial	Leasehold	70

(i) Interested person transactions

Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 each)

SGX 1207(16)  
SGX 907

<u>Name of interested person</u>	<u>Transactions not conducted under shareholders' mandate pursuant to Rule 920</u>	<u>Transactions conducted under shareholders' mandate pursuant to Rule 920</u>	<u>2011 \$'000</u>	<u>2010 \$'000</u>	<u>2011 \$'000</u>	<u>2010 \$'000</u>
Abacus Subsidiary Pte Ltd: - sale of goods	–	–	470	729	–	–
Sandoz Family Business Pte Ltd: - sale of plant and equipment	600	–	–	–	–	–
ABAS Consultancy Pte Ltd: - purchase of professional services	–	361	–	–	–	–

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### Guidance notes

#### Additional requirements of Singapore Exchange Securities Trading Listing Manual

##### Material contracts

1. Disclosure is required of material contracts of the Company and its subsidiaries involving the interests of the chief executive officer, each director or controlling shareholder, either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year. Where no material contract has been entered into, the following negative statement can be considered:

*“There are no material contracts entered into by the Company or any of its subsidiaries involving the interest of the chief executive officer, any director or controlling shareholder, either still subsisting at the end of the year or entered into since the end of the previous financial year.”*

SGX 1207(8)

##### Directors' remuneration

2. With effect from 29 September 2011, a listed entity must make disclose as recommended in the Code of Corporate Governance, or otherwise disclose and explain any deviation from the recommendation.

SGX 1207(11)

##### Auditors' fees

3. With effect from 29 September 2011, disclosure must be made on the aggregate of the fees paid to the auditors, broken down into audit and non-audit services. If there are no audit or non-audit fees paid, an appropriate negative statement shall be made.

SGX 1207(6)

There may also be fees paid to the auditor of the Company which are not included in determining the Group/Company's profit from operations, e.g. those fees that are capitalised or charged immediately to equity. It is appropriate to include such fees for this disclosure note.

4. With effect from 29 September 2011, the annual report shall include a confirmation by the Audit Committee that it has undertaken a review of all non-audit services provided by the auditors and they would not, in the Audit Committee's opinion, affect the independence of the auditors.

SGX 1207(6)(b)

5. With effect from 1 April 2004, a public company shall undertake a review of the fees, expenses and emoluments of its auditor to determine whether the independence of the auditor has been compromised under prescribed conditions, and the outcome of the review shall be sent to all persons entitled to receive notice of general meetings of the company. This outcome is normally communicated through the Directors' Report or the Corporate Governance Report.

CA 206(1A)

This review shall be undertaken if the total amount of the fees paid to the auditor for non-audit services in any financial year of the company exceeds 50% of the total amount of fees paid to the auditor in that financial year.

6. The Audit Committee shall also provide a confirmation in the annual report that it has undertaken a review of non-audit services provided by the auditor and they would not, in the Audit Committee's opinion, affect the independence of the auditor.

SGX 1207(6)(b)

##### Internal controls

7. With effect from 29 September 2011, the Board with the concurrence of the Audit Committee shall provide an opinion on the adequacy of the internal controls, addressing financial, operational and compliance risks.

SGX 1207(10)

## Additional Disclosure Requirements

Appendix 1 – Areas not relevant to PwC Holdings Ltd Group

### Shareholders' information at 12 March 2012<sup>1</sup>

#### Preference shareholdings

SGX 1207(9)(a)

Issued and Paid-Up Capital : \$30,000,000  
 Class of Shares : Preference shares  
 Voting Rights : No voting rights

The preference shares are held entirely by PwC Corporate Limited, the immediate holding corporation of the Company.

SGX 1207(9)(b)

#### Ordinary shareholdings

SGX 1207(9)(a)

Issued and Paid-Up Capital : \$41,495,000  
 Class of Shares : Ordinary shares  
 Voting Rights : One vote per share

	<u>No. of shareholders</u>	<u>%</u>	<u>No. of ordinary shares</u>	<u>%</u>	SGX 1207(9)(b)
No. of ordinary shares held					
1 – 999	4,436	75.73	4,224,050	17.56	
1,000 – 5,000	1,402	23.93	2,254,930	9.38	
5,001 – 10,000	2	0.03	19,240	0.08	
More than 10,000	18	0.31	17,551,780	72.98	
	<b>5,858</b>	<b>100.00</b>	<b>24,050,000</b>	<b>100.00</b>	

#### Substantial shareholders

SGX 1207(9)(c)

As shown in the Register of Substantial Shareholders:

	Number of ordinary shares		
	<u>Direct interests</u>	<u>Deemed interests</u>	<u>Beneficial interests</u>
PwC Corporate Limited	7,130,825	–	7,130,825
Mr David Grey	1,270,000	1,500,000	2,770,000
Mr Sandoz Wood	3,609,905	–	3,609,905
Sun Holdings (Pte) Ltd	3,609,905	–	3,609,906

Mr David Grey is deemed to have an interest in 1,500,000 ordinary shares in PwC Holdings Ltd via his holdings of 1,000,000 ordinary shares in PwC Global Limited, which in turn holds 10,000,000 ordinary shares in PwC Corporate Limited.

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Appendix 1 – Areas not relevant to PwC Holdings Ltd Group

### Shareholders' information at 12 March 2012<sup>1</sup> (continued)

#### Twenty largest ordinary shareholders

SGX 1207(9)d

As shown in the Register of Members and Depository Register:

	No. of <u>ordinary shares</u>	%
PwC Corporate Limited	7,130,825	29.65
Mr Sandoz Wood	3,609,905	15.01
Sun Holdings (Pte) Ltd	3,609,905	15.01
Mr David Grey	2,770,000	11.52
MacPherson Investments Pte Ltd	103,415	0.43
Mr Ang Boon Chew	97,000	0.40
Sembawang Private Ltd	36,075	0.15
Mr Soh Koh Hong	26,455	0.11
Sommerset Holdings Ptd Ltd	26,455	0.11
Geylang Investments Co Pte Ltd	24,050	0.10
Tanglin Halt (Pte) Ltd	21,645	0.09
Changi Holdings Pte Ltd	14,430	0.06
Ms Tham Lee Keng	14,430	0.06
Padang Consolidated Ltd	14,430	0.06
Whitley Investments Ltd	14,430	0.06
Cairnhill Co Pte Liimited	14,430	0.06
Bukit Timah Haulage Co Ltd	11,875	0.05
Bedok nominees Ltd	12,025	0.05
Madam Ng Pin Pin	9,620	0.04
Kranji Equity Ltd	9,620	0.04
	<u>17,571,020</u>	<u>73.06</u>

Based on the information available to the Company as at 12 March 2012, approximately 22.11% of the issued ordinary shares of the Company are held by the public and therefore, Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited has been complied with.

SGX 1207(9)e

#### Guidance notes

##### Shareholders' information

1. Shareholders' information shall be made up to a date not earlier than one month from the date of notice of the annual general meeting or summary financial statements, whichever is earlier.

SGX 1207(9)