

Corporate Governance Report

For the financial year ended 31 December 2024

The Remuneration Committee from time to time seeks advice from external remuneration consultants, who are unrelated to the directors or any organisation they are associated with, as well as confidentially from selected senior management, including the Director (Human Resource), at its discretion.

CG
Provision
6.4

Principle 7: Level and Mix of Remuneration

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

CG Provision 7.1

A significant and appropriate proportion of executive directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the company.

CG Provision 7.3

Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the company for the long term.

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Remuneration of Executive Directors and Key Management Personnel

The remuneration package of executive directors and other senior management of senior vice president grade or its equivalent and above (“Senior Management”) consists of the following components:

(A) Fixed and Variable

The fixed component comprises of basic salary, Central Provident Fund (“CPF”) contribution and annual wage supplement. To ensure that key executives’ remuneration is consistent and comparable with market practice, the Remuneration Committee regularly benchmarks remuneration components against those of comparable companies, while continuing to be mindful that there is a general correlation between increased remuneration and performance improvements.

CG
Principle
7 and 8,
CG
Provisions
7.1 and 7.3,
CG Practice
Guidance 7
and 8

The variable component comprises variable bonus based on the Group’s and the individual’s performance, as well as the monthly variable component of the basic salary. To link rewards to sustained performance and value creation, the more senior the executive is in the Group, the higher is the percentage of the variable component against total compensation. A comprehensive and structured assessment of the performance of Senior Management, which includes 360-degree assessments and measuring their performance against selected key performance indicators, is undertaken each year. Bonuses payable to Senior Management are reviewed by the Remuneration Committee and approved by the Board to ensure alignment of their interests with those of shareholders and promote the long-term success of the Group.

PwC Holdings Ltd and its Subsidiaries
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Reference

The selected key performance metrics and breakdown of variable component are as follows:

CG
Principle 7,
CG
Provision
7.1 and 7.3

Financial Performance Measures

- i. Earnings Per Share
- ii. Return on Equity
- iii. Total Shareholder Return

Non-Financial Performance Measures

- i. Customer retention and growth
- ii. Employee Productivity

Targets are set for performance indicators and the pay-outs can be achieved for hitting or exceeding performance targets.

(B) Benefits

Benefits provided are consistent with market practice and include medical benefits, flexible benefits, car allowance, club benefits and housing subsidy. Eligibility for these benefits will depend on individual salary grade and length of service.

CG Provision 8.3

The company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company. It also discloses details of employee share schemes.

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(C) Share Options

Management staff with more than three years of service are eligible for the grant of options under the PwC Employee Share Option Scheme. The options granted will vest only on completion of another two years of service with the Group, commencing from the grant date. The directors and other management are encouraged to hold their shares beyond the vesting period, subject to the need to finance any costs of acquisition and associated tax liability. More information on the PwC Employee Share Option Scheme is set out in the Directors' Statement and the Annual Remuneration Report.

CG
Provisions
7.3 and 8.3

CG Provision 7.2

The remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.

Remuneration of Non-Executive Directors

The Remuneration Committee reviews the scheme put in place by the Company for rewarding the non-executive directors to ensure the compensation is commensurate with effort, time and role of the non-executive directors. Contracts with Directors and Senior Management contain "claw back" termination clauses to safeguard the Group's interests in the event of exceptional circumstances of misstatement of financial statements, misconduct resulting in financial loss or fraud by executive directors and key management personnel.

CG
Provision
7.2,
CG Practice
guidance 7

The fees and allowances proposed to be paid to directors for the current financial year are determined based on the same formula applied in the previous year as follows:

TYPE OF APPOINTMENT	PROPOSED FEE
	\$
Board of Directors	
Basic Fee	50,000
Board Chairman's Allowance	32,000

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Audit Committee

Committee Chairman's Allowance	27,000
Member's Allowance	13,500

Risk Committees

Committee Chairman's Allowance	20,000
Member's Allowance	11,000

Other Board Committees

Committee Chairman's Allowance	13,500
Member's Allowance	9,000

Attendance fee

Per Board meeting in Singapore	1,000
Per Audit Committee meeting in Singapore	800
Per Other Board Committee meeting in Singapore	600
Per Board meeting overseas	3,000
Per Audit Committee meeting overseas	2,000
Per Other Board Committee meeting overseas	1,500

Besides the basic fee, every director will receive:

- The Chairman's allowance if he is Chairman of the Board;
- The relevant allowance (depending on whether he is Chairman or a member of the relevant Board Committee) for each position he holds in the Board Committee during the financial year; and
- The relevant attendance fee for each Board and Board Committee meeting he attends during the financial year.

If he occupies a position for part of the financial year, the fee or allowance payable will be prorated accordingly.

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Disclosure on Remuneration of individual Director

Principle 8: Disclosure on Remuneration

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

CG Provision 8.1

The company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of:

- (a) each individual director and the CEO; and
- (b) at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel.

The Annual Remuneration Report

	Basic salary ⁽¹⁾	Fees ⁽¹⁾	Benefits-in-kind	Bonus	Termination benefit	Fair value of share options granted ⁽²⁾	2024 Total	2023 Total	Total Fair Value of Options granted in ⁽⁴⁾	CG Principle 8, CG Provision 8.1, CG Practice Guidance 8
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	2024 2023	\$'000\$'000
Executive Directors										
Ang Boon Chew	320	32 ⁽³⁾	420	55	-	65		852	65	65
Ran Jedwin Gervasio	750	20 ⁽³⁾	-	48	-	-		301	-	-
Non-executive Directors										
Tan Cheng Eng	-	117	-	-	-	-	117	117	-	-
David Grey	-	73	-	-	-	-	73	73	-	-
Balachandran Nair	-	55	-	-	-	-	55	109	-	-
Michael Philip White	-	55	-	-	-	-	55	45	-	-
Wan Oon Kee	-	86	-	-	-	-	86	53	-	-
Lee Chee Wai	-	108	-	-	-	-	108	86	-	-
Elise Chua	-	91	-	-	-	-	91	54	-	-
John Benjamin Brown	-	117	-	-	-	-	117	45	-	-
	1,070	636	420	103	-	65	2,412	1,735	65	88

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Key Management Personnel

		Basic salary ⁽¹⁾	Benefits- in-kind	Bonus	Fair value of share options granted ⁽⁴⁾	Total
\$1,250,000	2024 Tracy Phung	45%	43%	3%	9%	100%
\$750,000	Ran Jedwin Gervasio	41%	44%	3%	11%	100%
\$500,000	Abdul Rahmat, Raju Samy, Henry Heng	43%	45%	2%	9%	100%

The total remuneration paid to the top five key management personnel for the financial year was \$4.80 million (2023: \$3.50 million). All key management personnel have achieved the target performance indicators. There was no payment of any termination, retirement and post-employment benefits for the financial year.

Denotes:

- (1) Includes allowances and contributions to Central Provident Fund (where applicable).
- (2) Refers to the expense on share options granted to the executive directors/senior management recognised in the financial statements.
- (3) Includes fees paid/payable for directorship in subsidiary/subsidiaries.
- (4) Refers to the total fair value of share options granted to the executive directors/senior management during the financial year. The fair value of the options was estimated using the Binomial Option Pricing model.

CG Provision 8.2

The company discloses the names and remuneration of employees who are substantial shareholders of the company, or are immediate family members of a director, the CEO or a substantial shareholder of the company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.

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Disclosure on Remuneration of employees who are substantial shareholder of the company, or immediate family members of a director, the CEO or substantial shareholder of the company

CG
Provision
8.2

Ms Ang Sue-Anne, the daughter of Mr Ang Boon Chew, the CEO and an Executive Director of PwC Holdings Ltd, was employed by PwC Property (Singapore) Pte Ltd, a subsidiary of the Group, as a Financial Controller and has received remuneration comprising salary and annual bonus amounting to \$174,000 in that capacity during this financial year.

(C) Accountability and audit

Risk Management and Internal Controls

Principle 9

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

CG Provision 9.1

The Board determines the nature and extent of the significant risks which the company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.

The Board is responsible for the governance of risk and sets the tone and direction for the Group in the way risks are managed in the Group's businesses. The Board has ultimate responsibility for approving the strategy of the Group in a manner which addresses stakeholders' expectations and does not expose the Group to an unacceptable level of risk. The Board (through the Audit Committee and the Risk Committee) approves the key risk management policies and ensures a sound system of risk management and internal controls and monitors performance against them. In addition to determining the approach to risk governance, the Board sets and instils the right risk focused culture throughout the Group for effective risk governance.

CG
Principle 9

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Risk Committee

The Risk Committee consists of the following three Directors:

CG
Provision
1.4 and 9.1

- Madam Elise Chua (Committee Chairman)
- Mr Lee Chee Wai
- Dr Ran Jedwin Gervasio

The Risk Committee assists the Board in its oversight of risk management. The Risk Committee is independent from management.

The Group Risk Management Framework, approved by the Board, is aligned with the ISO 31000:2018 Risk Management framework and the Committee of Sponsoring Organisations of the Treadway Commission (COSO) 2017 Enterprise Risk Management – Integrated Framework.

Roles and Responsibilities of the Risk Committee

The Risk Committee has written Terms of Reference which is endorsed by the Board and sets out the Committee's duties and responsibilities. During the meetings of the Risk Committee held through video-conferences during the financial year, the Committee performed its functions and responsibilities as set out in its terms of reference, which include the following:

CG
Principle 9,
CG
Provision
1.4 and 9.1,
CG Practice
Guidance 9

- reviews and recommends updates to the Group's risk governance approach, Risk Management Framework and core risk management process;
- reviews the significant strategic, financial, operational, regulatory/ compliance, and information technology risks of the Group, and conducts horizon scanning to further identify emerging risks in these categories;
- reviews Management's assessment of risks and Management's action plans to mitigate such risks;
- supports the Board in the setting of risk appetite for top risks;
- reviews reports of any material breaches of risk tolerances;
- reports to the Board and the Audit Committee on matters, findings and recommendations relating to risk management;
- reviews the adequacy and effectiveness of the Group's risk management systems; and
- reviews, together with the Audit Committee, the adequacy and effectiveness of the Group's internal controls addressing financial, operational, regulatory/ compliance and information technology risks.

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Management's Responsibility in Risk Management

Management is responsible for adequately designing, implementing and monitoring the risk management and internal control systems in accordance with the policies on risks management and internal controls. The Group has a Risk Manager who co-ordinates the Group's risk management efforts.

SID BRC
Guide
Appendix
1C

The strategic planning cycle is conducted at the beginning of each financial year to identify risk relevant to the business of the company. Having identified the risks arising from strategic business objectives, mitigating actions are designed to manage each significant risk. Management will also promptly bring to the attention of the Board if any changes to risk or emerging risks are identified. Information such as the types of risks, the controls and processes for managing risks is subsequently summarised in a Group Risk Register, which is reviewed by Management, the Risk Committee and the Audit Committee.

Management also conducted an annual training on risk management and a risk discussion forum to heighten risk awareness for staff at middle management level. Management is responsible for day-to-day monitoring of these risks and highlighting significant events arising thereon to the Risk Committee and the Board.

Risk Appetite

At the start of every financial year, the Senior Management team led by the CEO presents the risk appetite of the Group for endorsement by the Board, having considered the extent of risk which needs to be taken to achieve its strategic objectives. Risk appetite are established by Management under the Risk Committee's guidance for the different classes of risk. Subsequently, Management monitors the extent of risk the Group is exposed to through a set of Key Risk Indicators agreed with the Risk Committee. Breaches of risk appetite are escalated to the Risk Committee, and where relevant the Audit Committee, for their direction on how the risk management strategy should be adjusted.

CG
Principle 9,
Provision
9.1

SID BRC
Guide 4.4

Risk Identification, Assessment Management and Monitoring process

The Risk Committee conducted four online dialogue sessions with management to understand the process to identify, assess, manage and monitor risks within the Group. At Risk Committee meetings held through video conferences during the year, the Risk Committee provided feedback to Management on its proposed top risks, risk treatment plans and actual performance against agreed Key Risk Indicators (KRIs). The top risks identified for the Group for the financial year are as follows:

CG
Provision
9.1 and
10.1(b),

SGX
Mainboard /
Catalist
Listing Rule
719(1)

- Financial – Capital, liquidity and credit risks;

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- Operational – Remote working measures and their impact on internal controls in general,
- Supply chain risk;
- Information Technology – Cyber Security and Data Protection;
- Financial Crime – Internal/External Fraud and Conduct; and
- Compliance – Workplace Safety and Health Act and Personal Data Protection Act.

In assessing emerging risks for the Group over a horizon of five years, the Risk Committee has identified the following key risks:

- Environmental, Social and Governance risks and Climate Change impact on business;
- Financial recovery and value creation due to Covid-19 impact on business;
- Cyber resilience due to cyber-attacks and phishing attempts;
- Data and security due to access management and remote working;
- Supply chain and market risks amidst on-going trade wars; and
- Regulatory risks as the Group ventures into emerging economies.

In addition, the Risk Committee also engaged an external risk management consultant, ABC LLP, during the year to conduct an independent review on the effectiveness, adequacy and robustness of the Group's risk management policies and processes and to make recommendations to enhance the internal controls over the risk management processes, as remote working became a new norm. Adequacy and effectiveness of the Group's risk management framework and systems, identify gaps with leading practices, and recommend how such gaps may be remediated.

Management presented quarterly reports to the Risk Committee and the Board on the Group's evolving risk profile, the status of risk mitigation action plans and updates on the following areas:

- assessment of the Group's key risks by major business units and risk categories;
- identification of specific risk owners who are responsible for the risks identified;
- description of the processes and systems in place to identify and assess risks to the business

In order to obtain assurance that the Group's risks are managed adequately and effectively, the Board had reviewed an overview of the risks which the Group is exposed to, as well as an understanding of what countermeasures and internal controls are in place to manage them.

- and how risk information is collected on an ongoing basis;

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- ongoing gaps in the risk management process such as system limitations in capturing and measuring risks, as well as action plans to address the gaps;
- status and changes in plans undertaken by management to manage key risks; and
- description of the risk monitoring and escalation processes and also systems in place.

Risk Response

The Board has reviewed and approved the business continuity plan to deal with matters such as operational disruptions, workplace and employee health and safety, employee availability, IT systems functionality, cyber security, access management, communication protocols and contractual and regulatory compliance, so as to mitigate and minimise the negative impact on the Group's operations.

SID BRC
Guide 4.11

The approved plan was endorsed by the Risk Committee which addressed the following:

- identification of critical business functions and their operational arrangement (e.g. split team working arrangements and etc.);
- impact on the closure of business operation sites and availability of alternate working arrangements (e.g. remote/work from home arrangements and etc.);
- communication with business partners on revised operational protocols;
- measures to reduce spread of Covid-19 and other pandemic outbreaks (e.g. safe distancing measures, employee health and safety measures and etc.); and
- crisis management procedures (e.g. crisis management team and communication and etc.).

Management has implemented the business continuity plan and reported relevant updates and emerging risks to the Board and the Audit Committee in a timely manner.

Commentary on Adequacy of the Group's Internal Controls

The Board with the assistance of the Risk Committee and the Audit Committee, has undertaken an annual assessment on the adequacy and effectiveness of the Group's risk management and internal control systems (addressing financial, operational, regulatory/ compliance and information technology risks). The assessment considered issues dealt with in reports reviewed by the Risk Committee, the Audit Committee and the Board during the year together with any additional information necessary to ensure that the Board has taken into account all

SGX
Mainboard
Listing Rule
610(5) and
719(1) /
SGX
Catalist
Listing Rule
407(4)(b)
and 719(1)

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significant aspects of risks and internal controls for the Group for the financial year ended 31 December 2024.

The Board's annual assessment in particular considered:

- the changes since the last annual assessment in the nature and extent of significant risks (including risks associated with Climate Change), and the Company's ability to respond to changes in its business and the external environment;
- the scope and quality of management's ongoing monitoring of risks, changes in risk profile and of the system of internal controls and the work of its internal audit function and other providers of assurance;
- the extent and frequency of the communication of the results of the monitoring to the Risk Committee and the Audit committee; and
- any incidence of significant internal controls weaknesses that were identified during the financial year.

SGX
Mainboard
Listing Rule
610(5) and
719(1) /
SGX
Catalist
Listing Rule
407(4)(b)
and 719(1)

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors and reviews performed by management, various Board Committees and the Board, the Audit Committee and the Board are of the view that the Group's internal controls including financial, operational, compliance and information technology controls, were adequate and no material weaknesses were identified as at 31 December 2024.

CG Provision 9.2

The Board requires and discloses in the company's annual report that it has received assurance from:

- (a) the CEO and the 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
- (b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems.

The Board has set up a dedicated Board Risk Committee to determine the nature and extent of the significant risks which the company is willing to take in achieving its strategic objectives and value creation.

CG
Provision
9.1

The Board has obtained written assurance from the CEO and CFO:

- a) that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and

CG
Provision
9.2

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- b) regarding the effectiveness of the Group's risk management and internal control systems.

Audit Committee

Principle 10: Audit Committee

The Board has an Audit Committee ("AC") which discharges its duties objectively.

CG Provision 10.1

The duties of the AC include:

- (a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the company and any announcements relating to the company's financial performance;
- (b) reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems;
- (c) reviewing the assurance from the CEO and the CFO on the financial records and financial statements;
- (d) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
- (e) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; and
- (f) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.

SGX
Mainboard
Listing Rule
210(5)(e) /
SGX
Catalist
Listing Rule
406(3)(e)

Roles and Responsibilities of the Audit Committee

The Audit Committee has written Terms of Reference, approved by the Board, which sets out its composition, authority and duties. The Audit Committee is authorised by the Board to investigate any matter within its Terms of Reference and has full access to, and cooperation of management, with full discretion to invite any director or executive officer to attend its meetings.

CG
Principle 10,
CG
Provisions
1.4 and
10.1

During the meetings of the Audit Committee held through a mix of physical
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sessions and video conferences during the financial year, the Committee performed its functions and responsibilities as set out in its Terms of Reference, which include the following:

- reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance;
- reviewing the adequacy and effectiveness of the Group's internal controls apart from the usual financial, operational, compliance and information technology controls semi-annually;
- reviewing the adequacy, effectiveness and independence of the Group's internal audit function in the current remote working environment semi-annually, including the adequacy of internal audit resources and its appropriate standing within the Group, as well as changes in the scope and results of the internal audit plan and procedures;
- reviewing the scope, approach and results of the audit and its cost effectiveness, and the independence and objectivity of the external auditor;
- ensuring the external auditor's audit plan is agile, reviewing audit report and the external auditor's evaluation of the system of internal accounting controls with the external auditor;
- ensuring adequate assistance is given by management to the external auditor such as access to relevant documentation and personnel during remote working arrangements;
- reviewing the nature and extent of the external auditor's non-audit services to the Group as well as the extent of reliance placed by the external auditor on the internal auditor's work, seeking to balance the maintenance of objectivity and value for money;
- making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;
- reviewing the quarterly, half-yearly and full-year financial reports of the Group, prior to their submission to the Board;
- coordinate with the Risk Committee on its oversight on risk management matters, including integrating relevant scenarios (e.g. pandemic) as part of Business Continuity scenario planning;
- coordinate with the Risk Committee on assurance obtained over top risks identified as part of the enterprise risk management process; and
- reviewing the assurance from the CEO and the CFO on the financial records and financial statements.

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Guidance notes**Financial Matters - AC commentary**

- Accounting and Corporate Regulatory Authority (“ACRA”), the Monetary Authority of Singapore (“MAS”) and the Singapore Exchange (“SGX”) have jointly issued a letter to Audit Committees (“ACs”) of all Singapore listed companies, in relation to the inclusion of commentary from ACs on key financial reporting matters. ACs are encouraged to make such disclosure in the annual report.

Provision
10.1(a)**Financial Matters**

In its review of the financial statements, the Audit Committee has discussed with management the accounting principles that were applied and its judgement of items that might affect the integrity of the financial statements. The following significant matters impacting the financial statements were reviewed by the Audit Committee and discussed with the management and the external auditor:

Significant Matter	How the Audit Committee reviewed these matter
[Not illustrated]	[Not illustrated]

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Independence of external auditors

The AC assesses the independence of the external auditors annually. The aggregate amount of fees paid for the external auditors of the Group for the financial year ended 31 December 2024 was:

CG
 Provision
 10.1(d) and
 10.1(e),
 CG Practice
 Guidance
 10

	\$'000
Audit fees	800
Non-audit fees	300
Total fees	1,100

The Audit Committee has reviewed the non-audit services rendered by the external auditors for the financial year ended 31 December 2024 as well as the fees paid, and is satisfied that the independence of the external auditors have not been impaired.

Whistle Blowing

The Group has a zero-tolerance approach for unethical practices, as set out in its Code of Ethics. The Group has a whistle-blowing policy in place which encourages the reporting of matters of fraud, corruption or dishonest and unethical practices. The whistle blowing policy is communicated to all staff and covered during staff training. The whistle-blowing policy also extends to the public who wish to report similar matters to a hotline and the Group's website that is independently managed by an external service provider.

CG
 Provision
 10.1(f)

The Group undertakes to investigate complaints of suspected fraud and unethical behaviour in an objective manner and has put in place, with the Audit Committee's endorsement, arrangements by which staff of the Group may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. Post covid-19 pandemic, the Group's hybrid working model for employees to work remotely for two days each week continues. Monitoring on the effectiveness and practicality of the hybrid working model is being assessed on a continuous basis. The objective for such arrangements is to ensure independent investigation of matters raised and to allow appropriate actions to be taken. All such investigations are undertaken by a Compliance Manager who reports his findings directly to the Chairman of the Audit Committee.

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Interested Person Transactions

The Audit Committee reviewed the Group's Interested Person Transactions ("IPT") to ensure that the transactions were executed at normal commercial terms and did not prejudice the interests of the Group and its minority shareholders. The Audit Committee is satisfied that there were no material contracts involving the interests of the CEO, Directors or the controlling shareholders and their subsidiaries. Management reported that the internal control procedures for determining the transaction prices of IPT had not changed since the date of the last Annual General Meeting, at which time the shareholders' mandate for IPT was last renewed. The Audit Committee is satisfied that the internal controls over the identification, evaluation, review, approval and reporting of IPT was effective. Management accordingly recommended that the Company not appoint an independent financial advisor to review the IPT methods and procedures in the current financial year. Pursuant to the provisions under SGX-ST Listing Rule 920(1), the Audit Committee concurred with management's recommendations.

CG Provision 10.2

The AC comprises at least three directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

The Audit Committee comprises the following Directors:

Mr Chandra Subramaniam (Committee Chairman)
Mr Tan Cheng Eng
Mr David Grey
Mr John Benjamin Brown
Madam Elise Chua

CG
Principle 10,
CG
Provision
10.2

All the members of the Audit Committee including the Chairman are non-executive directors. Except for Mr David Grey who was an Executive Director of PwC Global Limited, the ultimate holding corporation of the Group, and Mr Tan Cheng Eng, all members are independent. As a sub-committee of the Board, the Audit Committee is responsible for assisting the Board in discharging its statutory and other responsibilities relating to internal controls, financial and other accounting matters as well as matters pertaining to regulatory compliance.

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The Board is of the view that all the members of the Audit Committee are appropriately qualified to discharge their responsibilities. Two members of the Audit Committee, namely Mr John Benjamin Brown and Mr Tan Cheng Eng, as well as the Audit Committee Chairman Mr Chandra Subramaniam, have recent and relevant financial management expertise and experience. One of the Audit Committee members, Mr John Benjamin Brown is knowledgeable about Information Technology ("IT") systems and controls.

CG
Provision
1.4

During the year, the Audit Committee attended at least eight hours of virtual trainings organised by management and also participated in online external seminars on financial, corporate governance, regulatory and other business-related topics.

CG Provision 10.3

The AC does not comprise former partners or directors of the company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

None of the members nor the Chairman of the Audit Committee are former partners or directors of the Group's auditing firm.

CG
Provision
10.3

CG Provision 10.4

The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the company's documents, records, properties and personnel, including the AC, and has appropriate standing within the company.

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Internal Audit Department (“IAD”)

The IAD provides assurance to the Board and Audit Committee, based on internal audit activities it undertakes, over the adequacy and effectiveness of the Group’s internal controls. The Head of IAD has a direct and primary reporting line to the Chairman of the Audit Committee. The appointment, assessment and compensation of the Head of IAD are approved by the Audit Committee. Overall, the Audit Committee is satisfied that IAD as a function continues to be effective, adequately resourced, and independent of all activities which it audits.

CG
Principle 10,
CG
Provision
10.1 (e) and
10.4

SGX
Mainboard
Listing Rule
719(3) and
1207(10C) /
SGX
Catalist
Listing Rule
719(3) and
1204(10C)

The Group recruits and employs qualified professional staff in the IAD. The IAD staff are provided regular training and development opportunities to ensure that technical knowledge and internal audit skills are maintained.

The Head of IAD reports to the Audit Committee on the nature and frequency of training and seminars attended and participated in by the IAD staff to enhance their skill sets in specialised areas and professional Internal Auditing standards.

Where outsourced internal audit services are required to supplement the internal audit work for the financial year, the appointment of the service provider to perform such services is approved by the Audit Committee. The internal audit charter ensures IAD has full access to all documents, records, properties and personnel of the Group.

The IAD is a corporate member of the Singapore Chapter of the Institute of Internal Auditors (“IIA”) and adopts the International Standards for the Professional Practice of Internal Auditing laid down by the IIA. The Global Internal Audit Standards newly released in January 2024 are currently being implemented by the IA Department, and are likely to come into effect from January 2025. The 2013 COSO Internal Control Framework was used to assess the effectiveness of internal controls as set out below:

1. Control Environment: The nature of the Group’s control environment has a pervasive effect on IAD’s assessment of risks. IAD assessed the design of the various elements in the control environment to determine the strength of the foundation for all other components of internal control and made appropriate recommendations for improving the control environment. The assessments were conducted remotely, by reviewing electronic and scanned documentation and by requesting evidence, as required. IAD has considered the following elements (which have a pervasive effect) and how they have been incorporated into the Group’s processes:
 - Communication and enforcement of integrity and ethical values
 - Commitment to competence
 - Participation by those charged with governance
 - Management’s philosophy and operating style
 - Organisational structure
 - Assignment of authority and responsibility

Corporate Governance Report

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- Human resource policies and practices
2. Risk Assessment: IAD performed a risk assessment process of Group's various operations and identified the relevant risks and their significance and assessed their likelihood (including consideration of the results from the risk management process).
 3. Control Activities & Information and Communication: IAD assisted the Group in maintaining effective controls by evaluating the effectiveness and efficiency of processes. In particular, controls over initiation, processing, recording, authorisation of transactions, physical security controls, user access controls, segregation of duties and performance reviews. IAD also obtained an understanding of how the Group has responded to risks arising from remote working conditions, amidst current hybrid working model. In addition, IAD works closely with the rest of the Group to secure the safety of workforce and stakeholders as the Group embarks on post-pandemic business reopening as part of the 'new normal'.

CG
Provision
10.1(e)

In line with new SGX requirement, IAD performed review and provided assurance on Sustainability Report. The scope included review of the accuracy and completeness of the data used for disclosures made in the Sustainability Report.

4. Monitoring of controls: IAD observed that Management adequately monitored internal controls as part of the control activities noted above, especially in processes, people and systems.

The Audit Committee approves the internal audit plan and budget and ensures the adequacy of internal audit resources during the first Audit Committee meeting each year. The scope of IAD covers all business and support functions within the Group. Associates and joint ventures are also subject to internal audit on a regular basis, either by IAD or by their own internal audit departments (the adequacy of which is reviewed regularly by IAD).

During the financial year, IAD conducted its audit reviews based on the internal audit plan approved by the Audit Committee. An agile audit planning approach was adopted to adjust to the rapidly changing environment amidst the pandemic. Audits were conducted remotely leveraging technology. Upon completion of each audit assignment, IAD reported its findings and recommendations to management who would respond on the actions to be taken. IAD submitted quarterly internal audit summary reports to the Audit Committee on the status of the audit plan and on audit findings and actions taken by management on the findings.

Corporate Governance Report

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CG Provision 10.5

The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.

The Audit Committee held four hybrid meetings during the financial year. The CEO, CFO, Head of Internal Audit Department (“IAD”) and the Risk Manager participated in these meetings at the invitation of the Audit Committee. The Group’s external auditor was also present at the relevant junctures during these meetings. The Audit Committee has also held virtual meetings with the external and internal auditors, without any executive of the Group being present, twice during the financial year to:

CA201B(6)

CG
Provision
10.5

- obtain feedback on the competency and adequacy of the finance function;
- enquire into the root causes for major audit adjustments and issues; and
- inquire if there are any material weaknesses or control deficiencies over the Group’s financial reporting process and the corresponding effect on the financial statements as well as over other operational, compliance and information technology areas.

(D) Shareholder rights and engagement

Principle 11

The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders’ rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

CG Provision 11.1

The company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

PwC Holdings Ltd and its Subsidiaries
Corporate Governance Report
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Reference

Shareholder Rights

The Group is committed to providing shareholders with adequate, timely and sufficient information pertaining to changes in the Group's business which could have a material impact on the share price or value.

The Group strongly encourages shareholder participation during the Annual General Meeting ("AGM") which was conducted through a hybrid model of physical session and video conference this year. Shareholders were able to proactively engage the Board and management on the Group's business activities, financial performance, changes in capital investment and strategies and other business-related matters. Resolutions are passed through a process of voting by electronic polling and shareholders are entitled to vote in accordance with established voting rules and procedures. The poll results in favour and against for each resolution put forth are presented during the AGM.

Registered shareholders including corporations, who are unable to attend the AGM are provided the option to appoint a nominee or custodial services to appoint more than two proxies. This allows shareholders who hold shares through corporations to attend and participate in the AGM as proxies.

CG
 Principle 11,
 SGX
 Mainboard /
 Catalyst
 Listing rule
 703(1)(b)

CG
 Provision
 11.1, SGX
 Mainboard /
 Catalyst
 Listing Rule
 730A

CG Provision 11.2

The company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting.

Each item of special business included in the notice of the meeting will be accompanied by a full explanation of the effects of a proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting.

CG
 Provision
 11.2

CG Provision 11.3

All directors attend general meetings of shareholders, and the external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. Directors' attendance at such meetings held during the financial year is disclosed in the company's annual report.

Corporate Governance Report

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At each Annual General Meeting, the Chairman of the Board presents the progress and performance of the Group and encourages shareholders to participate in the Question and Answer session. The external auditor is present to address shareholders' queries on the conduct of the audit and the preparation and content of the auditor's report.

CG
Provision
11.3

All directors are present at Annual General Meetings, and other general meetings held by the Company if any, to address shareholders' queries. Appropriate members of Management are also present at general meetings to address operational questions from shareholders which may arise.

CG
Provision
11.3

CG Provision 11.4

The company's Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.

The Group believes in encouraging shareholder participation at general meetings. A shareholder who is entitled to attend and vote may either vote in person or appoint a nominee or custodial services to appoint more than two proxies. This year the voting was held electronically during the virtual meetings.

CG
Principle 11,
CG
Provision
11.4

CG Provision 11.5

The company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

Minutes of the discussion at the AGM are available on the Company website at [www.pwcholdings.com.sg/investorrelations/minutes]

CG Provision 11.6

The company has a dividend policy and communicates it to shareholders.

PwC Holdings Ltd and its Subsidiaries

Reference

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Dividend Policy

The Group has a policy which governs how much to pay out to shareholders in dividends. The Group declares annual dividends at the rate of approximately 30-60% of the net profit after tax in accordance with the consolidated financial statements. This is provided that the amount of dividend declared does not exceed the Group's retained earnings. In the event that the financial statements show a retained loss, a dividend will not be declared.

CG
Provision
11.6

SGX
Mainboard
Listing Rule
704(24)/
SGX
Catalist
Listing Rule
704(23)

Principle 12: Engagement with Shareholders

The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

CG Provision 12.1

The company provides avenues for communication between the Board and all shareholders, and discloses in its annual report the steps taken to solicit and understand the views of shareholders.

CG Provision 12.2

The company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

CG Provision 12.3:

The company's investor relations policy sets out the mechanism through which shareholders may contact the company with questions and through which the company may respond to such questions.

PwC Holdings Ltd and its Subsidiaries

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Reference

The directors and Management regularly engage shareholders to hear their views on matters affecting the company.

CG
Principles
11 and 12

The Group monitors the dissemination of material information to ensure that it is made publicly available on a timely and non-selective basis. Results and annual reports are announced or issued within the mandatory period. Briefings for the quarterly and full year results are conducted for analysts and the media following the release of the results via SGXNET. Presentations are made, as appropriate, to explain the Group's strategy, performance and major developments. All analysts' and media briefing materials are made available on SGXNET and on the Company's website www.pwcholdings.com.sg for the information of shareholders.

CG
Provision
11.1 and
12.2

The Group has a dedicated investor relations team which communicates with its shareholders and analysts on a regular basis and attends to their queries or concerns. The team also manages the dissemination of corporate information to the media, public, institutional investors and public shareholders, and acts as a liaison point for such entities and parties. Shareholders can avail themselves of a telephone or email feedback line that goes directly to the Group's investor relations team. Material information is published on SGXNET and on the Company's website www.pwcholdings.com.sg, and where appropriate, through media releases on a timely basis.

CG
Provisions
12.1, 12.2
and 12.3

In addition, the Group proactively engages shareholders through one-on-one meetings, conference calls, investor conferences and road shows. Over the past financial year, the engagement process was closely monitored to provide reassurance and more regular updates to shareholders in a light of the continuously changing external environment. The frequency of the updates was increased and the Group held multiple virtual meetings with the investors. In these meetings, matters pertaining to changes in business strategy, prospects, operational and financial performance were shared by Management without contravening SGX's policy on selective disclosure.

CG
Provision
12.3

Corporate Governance Report

For the financial year ended 31 December 2024

Principle 13: Engagement with Stakeholders

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

CG Provision 13.1

The company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.

CG Provision 13.2

The company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.

CG Provision 13.3

The company maintains a current corporate website to communicate and engage with stakeholders.

The Board recognises the interests of other parties such as customers, employees, suppliers and the larger community are essential as part of value creation for the Group. The Group has in place a process to identify the major stakeholders, their needs and effective communication channels to engage these stakeholders.

CG
Provisions
13.1 and
13.2

The Group key focus areas during the reporting period are ensuring customer satisfaction, enhancing employees' well-being, engaging in responsible and ethical business practices, managing supply chain sustainability and contributing to community development.

The Group engages with the key stakeholders through various means. Full details of the Group's strategy, areas of focus, methods of engagement and stakeholders' response can be found in our annual Sustainability Report 2024.

For engaging in responsible and ethical business practices, the Group's code of ethics is extended to the suppliers to ensure suppliers understand the Group's principles and comply with the standards the Group operate by.

CG
Provision
13.3

Feedback is gathered from the suppliers through dialogues and surveys. The Group also actively work with the suppliers to reduce its environment footprint. Lastly, the Group contributes to the larger community through programmes such as staff volunteering and donation drives, hosting of industry symposiums and having dialogue sessions with trade unions.

Stakeholders can also reach out to the Company through telephone or email feedback line found on our corporate website www.pwcholdings.com.sg/contactus that goes directly to the Group's public relations team.

Corporate Governance Report

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Board Matters

- One-third Independent Directors now mandatory under the SGX Listing Rules
- The Code further provides that the Board should comprise a majority of Non-Executive Directors, or where the Chairman is not independent, a majority of Independent Directors
- Directors seeking appointment/ re-appointment as Independent Directors beyond nine years will be subject to two-tier voting
- Of the seven tests of director independence in the 2012 Code, four have been moved to the SGX Listing Rules, and two to Practice Guidance
- Shareholding threshold reduced from 10% to “substantial shareholder” (currently 5%) in the context of director independence
- The Code now provides that Boards should have and disclose a Board diversity policy
- Age added as an aspect of diversity
- The requirement for first-time directors of listed entities to undergo training as well confirming that the prescribed training has been undertaken is now mandatory under the SGX Listing Rules

Remuneration and Other Matters

- The Code now provides that companies should disclose the relationship between remuneration, performance and value creation
- Beyond employees who are immediate family members of directors and the CEO, the Code now provides that the remuneration of substantial shareholders and their immediate family members who are employees should be disclosed, although the monetary threshold has been raised from \$50,000 to \$100,000
- The requirement that companies need to maintain an internal audit function that is adequately resourced, effective and independent of the activities it audits is now mandatory under SGX Listing Rules
- The Board is now required to comment on the adequacy and effectiveness of both internal control and risk management systems, and in reviewing such, should obtain assurance from the CEO and other key management personnel responsible. A statement on whether the AC concurs with the Board’s comments must also be provided.
- Disclosure of reasons for not paying dividends has been made mandatory under the SGX Listing Rules
- New Principle 13 ‘Engagement with Stakeholders’ included in the code

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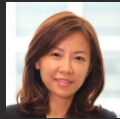
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