

corporate governance report

SPH is committed to achieving high standards of corporate governance, to promote corporate transparency and to enhance shareholder value. SPH is pleased to confirm that it has adhered to the principles and guidelines of the Code of Corporate Governance 2005 (“Code”).

Whilst the revised Code of Corporate Governance 2012 will not be applicable to SPH until its financial year commencing 1 September 2013, SPH already complies with many of the key revised guidelines including those relating to enhanced remuneration disclosures, board risk committee, internal controls and poll voting at shareholders’ meetings.

This report sets out SPH’s main corporate governance practices with reference to the Code.

The Annual Report should be read in totality for SPH’s full compliance.

BOARD MATTERS

Board’s Conduct of its Affairs

Principle 1: Effective Board to lead and control the company

The Board provides leadership to the Group by setting the corporate policies and strategic aims. Matters requiring the Board’s decision and approval include:

1. Major funding proposals, investments, acquisitions and divestments including the Group’s commitment in terms of capital and other resources;
2. The annual budgets and financial plans of the Group;
3. Annual and quarterly financial reports;
4. Internal controls and risk management strategies and execution; and
5. Appointment of directors and key management staff, including review of performance and remuneration packages.

The Group has in place financial authorization limits for matters such as operating and capital expenditure, credit lines and acquisition and disposal of assets and investments, which require the approval of the Board.

To ensure that specific issues are subject to in-depth and timely review, certain functions have been delegated to various Board Committees, which would submit their recommendations or decisions to the Board. The Board Committees constituted by the Board are the Executive Committee, Audit Committee, Remuneration Committee, Nominating Committee and Board Risk Committee. Each of these Board Committees has its own terms of reference.

The Executive Committee’s (“EC”) principal responsibilities are :-

1. To review, with Management, and recommend to the Board the overall corporate strategy, objectives and policies of the Group, and monitor their implementation;
2. To consider and recommend to the Board, the Group’s five year plan and annual operating and capital budgets;
3. To review and recommend to the Board proposed investments and acquisitions of the Group which are considered strategic for the long-term prospects of the Group;
4. To approve the Company’s asset allocation strategy, appointment and termination of external fund managers and investment/divestment of securities and review investment guidelines, treasury management and investment performance;
5. To act on behalf of the Board in urgent situations, when it is not feasible to convene a meeting of the entire Board; and
6. To carry out such other functions as may be delegated to it by the Board.

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Details of other Board Committees are set out below:

1. Audit Committee (principle 11);
2. Remuneration Committee (principle 7);
3. Nominating Committee (principle 4); and
4. Board Risk Committee (principle 12).

The names of the members of the Board Committees are set out in the Corporate Information page of this Annual Report.

Board attendance

The Board meets on a quarterly basis and as warranted by particular circumstances. Four Board meetings were held in the financial year ended 31 August 2012 ("FY 2012"). A Director who is unable to attend the meeting in person may participate via tele-conference. The attendance of the Directors at meetings of the Board and Board Committees, and the frequency of such meetings, is disclosed at the end of this report. A Director who fails to attend three Board meetings consecutively, without good reason, will not be nominated by the Nominating Committee for re-appointment and will be deemed to have resigned.

Training for Directors

A comprehensive orientation programme, including site visits of the Group's operations, is organized for new Directors to familiarize them with the Group's business, operations, organization structure, and corporate strategy and policies. They are also briefed on the Company's corporate governance practices, regulatory regime and their duties as directors. Directors are updated regularly on changes in relevant laws and regulations; industry developments; business initiatives and challenges; and analyst and media commentaries on matters related to the Company and the media industry.

Directors are informed and encouraged to attend relevant courses conducted by the Singapore Institute of Directors, Singapore Exchange Limited, business and financial institutions, and consultants.

For FY 2012, Directors were provided with training in areas such as the revised Code of Corporate Governance and regulatory requirements on internal controls. Audit Committee members also attended training sessions on the latest Financial Reporting Standards developments.

Directors may, at any time, request further explanations, briefings or informal discussions on any aspect of the Group's operations or business issues from Management.

Board Composition and Balance

Principle 2: Strong and independent Board

Currently, the Board comprises 12 Directors, all of whom, except for the Chief Executive Officer ("CEO"), are non-executive and independent directors. Each director has been appointed on the strength of his/her calibre and experience. As a group, the Directors possess core competencies such as accounting, finance, business or management experience, industry knowledge and strategic planning experience. For effective deliberation and decision-making, the Directors have decided that the optimum size for the Board shall not exceed 12, except in special circumstances.

There is a strong independence element in the Board, with the Nominating Committee considering 11 out of 12 Directors to be independent from Management.

Key information regarding the Directors, including directorship and chairmanship both present and those held over the preceding three years in other listed companies, and other principal commitments, are set out in the Board of Directors' section and on page 24 to page 27 which provides further information on them.

The Board and Management recognize the advantage of open and constructive debate. To facilitate this, Board members are supplied with relevant, complete and accurate information on a timely basis. Non-executive directors may challenge Management's assumptions and also extend guidance to Management, in the best interest of the Group.

Non-executive Directors meet at least once annually without the presence of Management.

Chairman and Chief Executive Officer

Principle 3: Clear division of responsibilities between Chairman and Chief Executive Officer to ensure a balance of power and authority

The Company has a separate Chairman and CEO. The Chairman is a non-executive and independent director and also chairs the EC. He sets the agenda for Board meetings, ensures that adequate time is available for discussion of all agenda items, in particular, strategic issues, and that complete, adequate and timely information is made available to the Board. He encourages constructive relations within the Board and between the Board and Management, facilitates the effective contribution of non-executive directors, and ensures effective communications with shareholders. He takes a lead role in promoting high standards of corporate governance, with the full support of the Directors, the Company Secretary and Management. Some non-executive directors are also appointed as directors in the Company's subsidiaries or invited to attend adhoc meetings, to tap their expertise in specific areas and facilitate effective contribution by non-executive directors.

The Chairman and the CEO are not related. The CEO bears executive responsibility for the Group's business and implements the Board's decisions. The roles of the Chairman and the CEO are kept separate to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

Board Membership

Principle 4 : Formal and transparent process for appointment of new directors

The Nominating Committee ("NC") comprises four independent directors. It regularly reviews the balance and mix of expertise, skills and attributes of the Directors in order to meet the business and governance needs of the Group, shortlists candidates with the appropriate profile for nomination or re-nomination and recommends them to the Board for approval. It looks out for suitable candidates to ensure continuity of Board talent. Some of the selection criteria used are integrity, independent mindedness, diversity of competencies, ability to commit time and effort to the Board, track record of good decision-making, experience in high-performing companies and financial literacy. The Committee may seek advice from external search consultants where necessary.

The NC regards succession planning as an important part of corporate governance and has an internal process of succession planning for Directors and the CEO to ensure the progressive and orderly renewal of Board membership.

The appointment of Directors is in accordance with Section 10 of the Newspaper and Printing Presses Act (Cap 206).

Directors' re-nomination is reviewed by the NC on an annual basis. Article 111 of the Articles requires one-third of the Directors, or the number nearest to but not less than one-third, to retire by rotation at every annual general meeting ("AGM"). These Directors may offer themselves for re-election, if eligible. Directors of or over 70 years of age are required to be re-elected every year at the AGM under Section 153(6) of the Companies Act before they can continue to act as a Director.

The NC determines on an annual basis whether or not a director is independent, taking into account the Code's definition of an "independent" director and guidance as to relationships the existence of which would deem a director not to be independent. A Director who has no relationship with the Group or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgment in the best interests of the Company, is considered to be independent.

The NC noted, in relation to Mr Lucien Wong, that as the total fees billed by M/s Allen & Gledhill (of which Mr Wong is chairman and partner) to the Group in FY 2012 had not exceeded \$200,000, his independence would not be compromised. In relation to Ms Chong Siak Ching, the NC noted that although a subsidiary of the Group holds investments in certain companies in the Ascendas Group, of which Ms Chong is a Director, Ms Chong's independence was not affected as she would be able to exercise independent judgment and demonstrate objectivity in her deliberations in the interest of the Company. In relation to Ms Tan Yen Yen, the NC noted that notwithstanding that the fees invoiced by Oracle Corporation Singapore Pte Ltd (a related entity of Oracle Corporation of which Ms Tan is Senior Vice-President, Applications, Asia Pacific) to the Company and a subsidiary for IT services in each of FY 2011 and FY 2012 exceeded \$200,000, Ms Tan would still be regarded as an independent Director on the basis that she was not involved in the decision-making processes in respect of these transactions, and that she would be able to exercise independent judgment and demonstrate objectivity in her deliberations in the interest of the Company. For the above reasons, the NC determined Mr Wong, Ms Chong and Ms Tan to be independent Directors.

The NC has ascertained that for the period under review, all non-executive Directors are independent and that Directors have devoted sufficient time and attention to the Group's affairs.

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Board Performance

Principle 5: Formal assessment of the effectiveness of the Board and contribution of each director

The Nominating Committee reviews the Board's performance on an annual basis, and decides how this may be evaluated, based on performance criteria approved by the Board.

The Board has implemented a process for assessing the effectiveness of the Board as a whole, its Board Committees and for assessing the contribution by individual Directors to the effectiveness of the Board.

This process includes having Directors complete a Questionnaire seeking their views on various aspects of Board performance, such as Board composition, information, process and accountability. The Company Secretary compiles Directors' responses to the Questionnaire into a consolidated report. The report is discussed at the NC meeting and also shared with the entire Board.

The NC reviews annually whether the Questionnaire should be completed by Directors. For FY2012, the NC assessed the performance of the Board as a whole, taking into account the Board composition and size, the Board's access to information, Board processes, Board accountability, standard of conduct and performance of its principal functions and fiduciary duties, and guidance to and communication with Management.

The NC also assessed the performance of individual Directors based on factors such as the Director's attendance; preparedness; candour; participation and contribution at Board meetings; and industry and business knowledge.

Access to information

Principle 6: Provision of complete, adequate and timely information prior to board meetings and on an on-going basis

The Board is provided with quarterly financial accounts, other financial statements and progress reports of the Group's business operations, as well as analysts' reports on the Company. The quarterly financial results and annual budget (including the forecast) are presented to the Board for approval. The monthly financial statements are made available to members of the Board. The Board also receives regular updates on the industry and technological developments. Such reports enable Directors to keep abreast of key issues and developments in the industry, as well as challenges and opportunities for the Group.

As a general rule, board papers are sent to Directors at least one week in advance in order for Directors to be adequately prepared for the meeting. Senior management attends Board meetings to answer any queries from the Directors. The Directors also have unrestricted access to the Company Secretary and Management at all times. Directors are entitled to request from Management and are provided with such additional information as needed to make informed and timely decisions.

The Company Secretary works closely with the Chairman in setting the agenda for board meetings. She attends all Board meetings and ensures that board procedures are followed and that applicable rules and regulations are complied with. Under the direction of the Chairman, the Company Secretary's responsibilities include ensuring good information flow within the Board and its Board Committees, and between Management and non-executive Directors. The Company Secretary also organizes orientation and training for new directors, as well as updates and advises Directors on all governance matters.

The Articles provide that the appointment and removal of the Company Secretary is subject to the approval of the Board.

Should Directors, whether as a group or individually, need independent professional advice relating to the Company's affairs, the Company Secretary will appoint a professional advisor to render the advice and keep the Board informed of such advice. The cost of such professional advice will be borne by the Company.

REMUNERATION MATTERS

Remuneration Policies

Principle 7: Formal and transparent procedure for fixing remuneration packages of directors

The Remuneration Committee ("RC") comprises four non-executive and independent directors.

The RC sets the remuneration guidelines of the Group for each annual period, including the structuring of long-term incentive plans, annual salary increases and variable and other bonuses for distribution to employees. It administers the SPH Performance

Share Plan and the Employee Share Option Plan. The RC also reviews the remuneration framework (covering all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind) and specific remuneration packages of Directors including that of the CEO, and key management personnel and submits its recommendations to the Board for endorsement.

The RC may seek expert advice inside and/or outside of the Company on remuneration of Directors and staff. It ensures that in the event of such advice being sought, existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. In FY2012, the Company engaged the services of Carrots Consulting, which has no relationship with the Company, on staff remuneration matters.

Level and Mix of Remuneration

Principle 8: Appropriate remuneration to attract, retain and motivate directors

The level and mix of remuneration for Directors is set out under Principle 9.

Disclosure on Remuneration

Principle 9: Clear disclosure on remuneration policy, level and mix

The level and structure of the Group's remuneration policy are aligned with its long-term interest and risk policies, as are appropriate to attract, retain and motivate Directors to provide good stewardship, as well as motivate key management personnel to successfully manage the Group.

Directors' Remuneration

For the period under review, the CEO's remuneration package includes a variable bonus element and performance share grant, which are based on the Company's and individual performance and have been designed to align his interests with those of shareholders. As an executive director, the CEO does not receive Directors' fees.

Non-executive directors, including the Chairman, are paid Directors' fees, subject to the approval of shareholders at the AGM. Directors' fees comprise a basic retainer fee, fees in respect of service on Board Committees, attendance fees, as well as fees for participation in special projects, adhoc committees and subsidiary boards.

The Directors' fee structure for service on the Board and Board Committees is as follows:

	\$
Non-executive Chairman	115,000
Deputy Chairman	78,000
Non-executive Director	60,000
Audit Committee Chairman	37,500
Audit Committee Member	22,500
Executive Committee Chairman	40,000
Executive Committee Member	25,000
Nominating/Remuneration/Board Risk Committee Chairman	22,500
Nominating/Remuneration/Board Risk Committee Member	12,500

The attendance fees payable to Directors for attendance at each Board and Board Committee meeting are as follows:

	\$
Board meeting	2,000
Board Committee or adhoc committee meeting	1,000

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A breakdown, showing the level and mix of each Director's remuneration payable for FY 2012 is as follows:-

Name of Director	Directors' Fees ¹ (\$)	Base/Fixed Salary (%)	Variable or Bonuses (%)	Benefits in Kind (%)	Total (\$)
Chan Heng Loon Alan (CEO) ²	-	43.82	54.65	1.53	2,089,000
Independent Directors					
Lee Boon Yang (Chairman) ³	176,533	-	-	-	176,533
Cham Tao Soon (Deputy Chairman) ⁴	162,625	-	-	-	162,625
Bahren Shaari ⁵	42,375	-	-	-	42,375
Willie Cheng Jue Hiang	113,000	-	-	-	113,000
Chong Siak Ching	94,700	-	-	-	94,700
Ng Ser Miang	80,500	-	-	-	80,500
Ngiam Tong Dow	93,500	-	-	-	93,500
Sum Soon Lim	104,200	-	-	-	104,200
Tan Yen Yen ⁶	35,209	-	-	-	35,209
Lucien Wong Yuen Kuai	111,200	-	-	-	111,200
Yeo Ning Hong	146,500	-	-	-	146,500
Yong Pung How ⁷	21,125	-	-	-	21,125

Notes:

- ¹ Where relevant, includes fees for directorship in subsidiary/subsidiaries.
- ² Excludes performance shares granted during the financial year. For details, please refer to the Directors' Report.
- ³ Lee Boon Yang was appointed a Director on 1 October 2011.
- ⁴ Cham Tao Soon was Acting Chairman until 1 December 2011.
- ⁵ Bahren Shaari was appointed a Director on 1 April 2012.
- ⁶ Tan Yen Yen was appointed a Director on 1 April 2012.
- ⁷ Yong Pung How resigned as a Director on 1 December 2011.

Remuneration of Key Management Personnel

The remuneration of the top five key management personnel of the Company (excluding the CEO) in each remuneration band for this financial year is set out below. The Board has, on review, decided not to disclose the names of the executives given the competitive pressure and disadvantages that this might bring.

Remuneration Bands	No. of Executives
\$1,000,000 to \$1,249,999	1
\$750,000 to \$999,999	2
\$500,000 to \$749,999	2
Total	5

The Company adopts a remuneration policy for staff comprising a base salary, a variable component, and benefits in kind. The variable component is in the form of a variable bonus that is linked to the Company's and individual performance, inclusive of financial targets such as operating profit and economic value added (EVA). The performance-based incentives aim to motivate executives to maximise operating and financial performance and align the interests of the executives with those of shareholders. The benefits in kind include club and car benefits. The RC approves the bonus for distribution to staff based on individual performance.

The above remuneration bands exclude performance shares granted to staff under the Performance Share Plan. Details of the Performance Share Plan are set out in the Directors' Report, Notes to the Financial Statements and the Notice of Annual General Meeting.

The total remuneration paid to the top five key management personnel of the Company (excluding the CEO) for FY 2012, excluding performance shares granted to staff under the Performance Share Plan, is \$4,227,000.

There is no termination, retirement and post-employment benefits granted to Directors, the CEO and the top five key management personnel.

The Company does not employ any immediate family member of any Director or the CEO.

ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: Board to present balanced and understandable assessment of the company's performance, position and prospects

SPH is committed to discharging its obligation to provide prompt and thorough disclosures.

Management provides Directors with the monthly management accounts within seven business days of month end. Quarterly and annual results are released via SGXNET within 45 days of the end of the quarter. The CEO and the Chief Financial Officer provide assurance to the Board on the integrity of these financial statements through a written representation.

Audit Committee

Principle 11: Establishment of an Audit Committee with written terms of reference

The Audit Committee ("AC") currently comprises four members, all of whom are independent non-executive Directors.

The NC is of the view that the members of the AC have sufficient financial management expertise and experience to discharge the AC's functions given their respective experience as directors and/or senior management in accounting and financial fields.

The AC performs the functions as set out in the Code. The AC has conducted an annual review of the performance of the external auditor and the volume of non-audit services to satisfy itself that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors.

The AC meets with the external and with the internal auditors, in each case, without the presence of Management, at least once a year. The audit partner of the external auditors is rotated every five years, in accordance with the requirements of the listing rules of the Singapore Exchange Securities Trading Limited.

Quarterly financial statements and the accompanying announcements are presented to the AC for approval, before endorsement by the Board, to ensure the integrity of information to be released.

During the financial year, the AC reviewed the quarterly financial statements prior to approving or recommending their release to the Board, as applicable; the annual audit plan of the external and internal auditors and the results of audits performed by them, the list of interested person transactions and non-audit services rendered by the external auditors, and the re-appointment of the external auditors and its remuneration. It also reviewed Management's assessment of fraud risks, adequacy of the whistle-blower arrangements and the whistle-blower complaints.

As stated earlier in this report, the AC takes measures to keep abreast of the changes to accounting standards and issues which have a direct impact on financial statements, with training conducted by professionals or external consultants.

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Code of Business Ethics and Employee Conduct Policy

The Group has an existing Code of Business Ethics and Employee Conduct Policy (“Ethics Code”), which is posted on the Company’s intranet website, to regulate the ethical conduct of its employees. The Group also has a Whistleblowing Policy & Procedure which is posted on the SPH corporate website, to allow staff and external parties such as suppliers, customers, contractors and other stakeholders, to raise concerns or observations in confidence to the Company, about possible irregularities for investigation. Such concerns include dishonesty, fraudulent acts, corruption, legal breaches and other serious improper conduct; unsafe work practices and any other conduct that may cause financial or non-financial loss to the Group or damage to the Group’s reputation. The Whistleblowing Policy encourages staff and external parties to identify themselves whenever possible to facilitate investigations, but will also consider anonymous complaints, in certain circumstances. It makes available to staff and external parties the contact details of the Receiving Officer, who may also forward the concern to the respective Heads of Division, CEO, Audit Committee Chairman and/or Chairman.

External Auditors

Details of the aggregate amount of fees paid to the external auditors for the financial year, and a breakdown of the fees paid in total for audit and non-audit services respectively, can be found in the Notes to the Financial Statements.

SPH has complied with Rules 712 and 715 of the Listing Manual in relation to its auditors.

Internal Controls

Principle 12: Sound system of internal controls

Risk Management

With the greater complexity in the business and economic environment and increasing emphasis on risk governance, SPH has set up a separate Board Risk Committee (“BRC”) to assist the Board in overseeing the governance of risks in the Group’s business. Prior to this, the Exco had oversight of the Group’s enterprise risks.

The functions of the BRC include the following:

- a. Oversee and advise the Board on the Group’s risk exposure, risk appetite and risk strategy;
- b. Review and guide management in the formulation of the Group’s risk policies and in the execution of risk assessment processes and mitigation strategies; and
- c. Review the effectiveness of the Group’s risk management systems.

The BRC comprises four members, all of whom are independent non-executive directors. There are currently two common members between the BRC and the Audit Committee, including the chairman of the BRC.

Concurrently, a Risk Management Department has been set up to manage and implement the Company’s policies and processes, and assist in identifying, monitoring and managing risks within the Group.

The Risk Management Report can be found on page 81.

Internal Controls

The Internal Audit Division (“IAD”) has an annual audit plan, which complements that of the external auditors. IAD’s plan focuses on material internal control systems including financial, operational, IT and compliance controls, and risk management. IAD also provides advice on security and control in new systems development, recommends improvements to effectiveness and economy of operations, and contributes to risk management and corporate governance processes. Any material non-compliance or lapses in internal controls together with corrective measures are reported to the AC.

In the course of their statutory audit, the Company’s external auditors will highlight any material internal control weaknesses which have come to their attention in carrying out their normal audit, which is designed primarily to enable them to express their opinion on the financial statements. Such material internal control weaknesses noted during their audit, and recommendations, if any, by the external auditors are reported to the AC.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by Management and various Board Committees, the Board, with the concurrence of the

Audit Committee, is of the opinion that the Group's internal controls were adequate as at 31 August 2012 to address financial, operational and compliance risks, which the Group considers relevant and material to its operations.

The Board notes that the system of internal controls provides reasonable, but not absolute, assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

Code of Dealings

The Group has in place a Code of Dealings in SPH's securities, which prohibits dealings in SPH securities by all Directors of the Company and its subsidiaries, and certain key employees, within certain trading periods. The "black-out" periods are two weeks prior to the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month prior to the announcement of the Company's full year financial statements. Directors and employees are also reminded to observe insider trading laws at all times, and not to deal in SPH securities when in possession of any unpublished price-sensitive information regarding the Group, or on short-term considerations.

Internal Audit

Principle 13: Establishment of an internal audit function that is independent of the functions it audits

IAD is staffed with eight audit executives, including the Head of Internal Audit. Most of the IAD staff have professional qualifications, and are members of the Institute of Internal Auditors, Inc. ("IIA"). Some are qualified IT auditors and/or Certified Fraud Examiners. All IAD staff have to adhere to a set of code of ethics adopted from The Institute of Internal Auditors, Inc. The Head of Internal Audit reports directly to the chairman of the AC on audit matters, and to the CEO on administrative matters. IAD has adopted the Standards for Professional Practice of Internal Auditing set by IIA and ensures staff competency through the recruitment of suitably qualified and experienced staff, provision of formal and on-the-job training, and appropriate resource allocation in engagement planning.

The AC reviews IAD's reports on a quarterly basis. The AC also reviews and approves the annual IA plans and manpower to ensure that IAD has the necessary resources to adequately perform its functions.

The AC approves the hiring, removal, evaluation and compensation of the head of the internal audit function, who has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

COMMUNICATION WITH SHAREHOLDERS

Principle 14: Regular, effective and fair communication with shareholders

The Company holds analysts' briefings of its half-year and full-year results and a media briefing of its full year results. The quarterly financial results are published through the SGXNET, news releases and the Company's corporate website. A webcast of the half-year and full-year results briefing is also available on the website. The date of release of the results is announced through SGXNET about two weeks in advance. The Company also conducts analysts' briefings and investor roadshows to maintain regular dialogue with investors and shareholders as well as to solicit and understand the views of shareholders.

The Company does not practise selective disclosure. Price-sensitive information is first publicly released through SGXNET, either before the Company meets with any investors or analysts or simultaneously with such meetings. All shareholders of the Company receive the summary financial report, and, on request, the full annual report, and notice of AGM, which is held within four months after the close of the financial year. The notice is also advertised in the newspapers. The summary financial report and the annual report are also available on the Company's corporate website, www.sph.com.sg.

At the start of each AGM, the Chairman updates shareholders on the Group's performance in the past year, as well as its growth plans and outlook.

Principle 15: Greater shareholder participation at AGMs

The Articles allow a shareholder to appoint one or two proxies to attend and vote instead of the shareholder. The Articles currently do not allow a shareholder to vote in absentia.

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Resolutions are, as far as possible, structured separately and may be voted on independently. All polls are conducted in the presence of independent scrutineers.

For greater transparency in the voting process, all resolutions are passed at the AGM through electronic poll voting. Votes cast for and against each resolution are displayed live on-screen to shareholders immediately at the meeting. The total numbers of votes cast for and against each resolution are also announced after the meeting via SGXNET.

The Company is in full support of shareholder participation at AGMs. For those who hold their shares through CPF nominees and who are not registered as shareholders of the Company, the Company welcomes them to attend the AGM as observers.

All Directors, including the chairmen of the EC, AC, NC, RC and BRC, and senior management, are in attendance at the AGMs and Extraordinary General Meetings to allow shareholders the opportunity to air their views and ask Directors or Management questions regarding the Company. The external auditors are also invited to attend the AGMs to assist the Directors in answering any queries relating to the conduct of the audit and the preparation and content of the auditors' report.

Directors' Attendance at Board and Board Committee Meetings (for the financial year ended 31 August 2012)

Name of Director	Board	Executive Committee	Audit Committee	Remuneration Committee	Nominating Committee	Ad Hoc Meetings
Lee Boon Yang ¹ (Chairman)	4 out of 4	11 out of 11	-	3 out of 3	1 out of 1	1 out of 1 ¹⁰
Cham Tao Soon ² (Deputy Chairman)	4 out of 4	10 out of 11	-	1 out of 1 ⁷	2 out of 2	-
Chan Heng Loon Alan (CEO)	4 out of 4	11 out of 11	-	-	-	-
Bahren Shaari ³	2 out of 2	-	4 out of 4	-	-	-
Willie Cheng Jue Hiang	4 out of 4	-	6 out of 6	3 out of 3	-	-
Chong Siak Ching	3 out of 4	-	6 out of 6	-	-	1 out of 1 ¹¹
Ng Ser Miang	3 out of 4	-	-	-	2 out of 2	-
Ngiam Tong Dow	4 out of 4	-	-	3 out of 3	-	-
Sum Soon Lim	4 out of 4	11 out of 11	-	-	-	1 out of 1 ¹⁰
Tan Yen Yen ⁴	2 out of 2	-	-	-	-	-
Lucien Wong Yuen Kuai	4 out of 4	1 out of 1 ⁶	6 out of 6	1 out of 1 ⁸	1 out of 1 ⁹	-
Yeo Ning Hong	4 out of 4	10 out of 11	6 out of 6	-	-	-
Yong Pung How ⁵	1 out of 1	-	-	-	1 out of 1	-

Notes :

¹ Lee Boon Yang was appointed a Director on 1 October 2011 and Chairman on 1 December 2011.

² Cham Tao Soon was Acting Chairman until 1 December 2011.

³ Bahren Shaari was appointed a Director on 1 April 2012.

⁴ Tan Yen Yen was appointed a Director on 1 April 2012.

⁵ Yong Pung How resigned as a Director on 1 December 2011.

⁶ Lucien Wong is not a member but was invited to attend this meeting.

⁷ Cham Tao Soon stepped down from the Remuneration Committee on 1 December 2011.

⁸ Lucien Wong stepped down from the Remuneration Committee on 1 December 2011.

⁹ Lucien Wong was appointed to the Nominating Committee on 1 December 2011.

¹⁰ Lee Boon Yang and Sum Soon Lim were invited to attend this meeting.

¹¹ Chong Siak Ching was invited to attend this meeting.