
Issuer & Securities

Issuer/ Manager

TECKWAH INDUSTRIAL CORPORATION LTD

Securities

RESPONSE TO SGX QUERIES::

Stapled Security

No

Announcement Details

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Response to SGX Queries

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Lo Swee Oi

Designation

Company Secretary

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

Response to Query from the Singapore Exchange Securities Trading Limited on the Company's Annual Report for the Financial Year Ended 31 December 2019 and its Notice of Annual General Meeting dated 27 May 2020

Attachments

[Ann%20-%20SGX%20query%20on%20AR%20and%20Notice%20of%20AGM-final.pdf](#)

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Response to Query from the Singapore Exchange Securities Trading Limited (“SGX-ST”) on the Company’s Annual Report for the Financial Year Ended 31 December 2019 and its Notice of AGM dated 27 May 2020

The Board of Directors of Teckwah Industrial Corporation Ltd (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the query raised by the SGX-ST on 12 June 2020 and responds as follows:-

SGX-ST’s Query

1. We refer to the Company’s Annual Report for the financial year ended 31 December 2019 (the “Annual Report”) and its Notice of AGM dated 27 May 2020 (the “Notice”).
2. As you are aware, Listing Rule 210(5)(d)(iii) of the Listing Manual (which will take effect from 1 January 2022) provides, *inter alia*, that a director will not be independent if he has been a director for an aggregate period of more than 9 years unless his continued appointment as an independent director has been sought and approved in separate resolutions by: (a) all shareholders; and (b) shareholders, excluding the directors and the CEO of the issuer, and associates of such directors and CEO.
3. We note that the Company has disclosed:-
 - (a) in explanatory note (e) of the Notice that the “proposed ordinary resolutions 9 to 12 are to seek approval from the shareholders via a Two-Tier Voting process for Mr Chan and Mr Lim to continue in office as independent non-executive directors of the Company for a three-year term”. In this regard, the Company also stated in resolutions 9 to 12 that these resolutions are for the purpose of Listing Rules 210(5)(d)(iii)(A) and 210(5)(d)(iii)(B) and “the directors and the CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on [the aforesaid resolutions]”;
 - (b) on page 65 of the Annual Report that Mr Chua Kee Seng Thomas (the Company’s Chairman and Managing Director) and his wife, Mdm Mai Ah Ngo (the Company’s Executive Director) directly own 1,900,000 shares (0.81%) and 792,000 shares (0.33%) in the Company respectively and are deemed to have an interest in 1,808,000 shares (i.e. 0.77%) in the Company;
 - (c) on page 190 of the Annual Report that Chua Seng Tek Holdings Pte Ltd (“**CSTH**”), Mr Chua Kee Seng Thomas and Rockville Holdings Pte Ltd (“**Rockville**”) hold 29.89%, 0.81% and 0.77% of the shares in the Company; and
 - (d) on page 191 of the Annual Report that CSTH is a substantial shareholder of the Company which has a direct interest of 29.89%.



4. We write to inform the Company that we have received public feedback about Mr Chua Kee Seng Thomas' and Mdm Mai Ah Ngo's interests in the Company. In this regard, we are given to understand that:-
- (a) Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo are deemed to have an interest in the shares in which Rockville and this is reflected on page 65 of the Annual Report;
 - (b) Mr Chua Kee Seng Thomas jointly owns 99.99% of Csth and is the senior voting member who controls the vote of Csth. Csth's 29.89% stake in the Company is held on trust for the beneficiaries under a family trust (the "Csth Trust"). The beneficiaries of the Csth Trust includes Mdm Mai Ah Ngo and their three children;
 - (c) Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo should therefore be deemed to be interested in Csth's 29.9% stake in the Company. As an associate of Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo, Csth should be required to abstain from Resolutions 10 and 12.
5. We will appreciate it if the Company can clarify via a SGXNet announcement by *12 June 2020 as to whether:-
- (a) Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo have a deemed interest in Csth's 29.89% stake in the Company and the bases for the same;
 - (b) Csth is an associate of Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo and the bases for the same; and
 - (c) Rockville and Csth will abstain from voting on Resolutions 10 and 12 at the AGM on 18 June 2020.

**Note: SGX-ST has subsequently granted the Company up to 13 June 2020 to release a clarification announcement via SGXNET.*

The Company's response:

Csth is held by the Chua Seng Tek Family Trust, which was established by the late Mr Chua Seng Tek (the "Settlor") under a trust deed executed on 30 August 2000 (the "Trust Deed"). As previously announced to SGX-ST back in 2001, Mr Chua Kee Seng Thomas had ceased to have deemed interest in the shares held by Csth in the Company.

Under the terms of the Trust Deed, the beneficiaries shall mean:

- (i) the children, grandchildren and issue of the Settlor's children;
- (ii) the spouses, widows and widowers of the children, grandchildren and issue of the Settlor's children;
- (iii) such other objects or persons added by the Settlor (or such person nominated by the Settlor in writing) at any time during the period of the Chua Seng Tek Family Trust.



In this connection, Mr Chua Kee Seng Thomas, who is one of the children of the Settlor, is precluded under the terms of the Trust Deed from having any beneficial interests whatsoever in any of the Relevant Trust Shares in the Company.

As explained above, both Mr Chua Kee Seng Thomas and his spouse, Mdm Mai Ah Ngo do not have any deemed interest in CSTH's 29.89% stake.

- (b) Based on the facts provided above, CSTH is not an associate of Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo.
- (c) Rockville, which is owned by Mr Chua Kee Seng Thomas and Mdm Mai Ah Ng, is an associate of both Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo, and will accordingly abstain from voting on Resolutions 10 and 12 at the AGM on 18 June 2020.

Notwithstanding that CSTH is not an associate of Mr Chua Kee Seng Thomas and Mdm Mai Ah Ngo, CSTH has already made its stand from the onset that it will voluntarily abstain this time from voting on Resolutions 10 and 12 at the AGM on 18 June 2020.

The Company is pleased to provide a list of the parties that have undertaken to abstain from voting on Resolutions 10 and 12 at the AGM on 18 June 2020:

Mr Chua Kee Seng Thomas
Mdm Mai Ah Ngo
Mr Ng Nai Ping
Mr John Lim Hwee Chiang
Mr Chua Kee Hin
Chua Seng Tek Holdings Pte Ltd
Rockville Holdings Pte Ltd

By Order of the Board

Lo Swee Oi
Company Secretary

Date: 13 June 2020