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## Board of Directors (BOD) Masterclass Programme

Unveiling the DNAs of Board of Directors

17 hours Recorded E-Learning Modules	Content Coverage	Speaker(s)
<p><b>Regulatory Framework – Directors of Singapore Companies</b></p> <p><b>1 Hour</b></p>	<ul style="list-style-type: none"> <li>• Different types of companies under the Companies Act</li> <li>• Power &amp; Duties of a director</li> <li>• Different Duties for each type of director</li> <li>• Director’s Liabilities</li> <li>• Director’s conduct</li> <li>• Case studies on breach of director’s duties</li> </ul>	<p><b>Ms. Tan Mui Hui</b> Deputy Head, Capital Markets, Partner, Rajah &amp; Tann Singapore</p>
<p><b>Corporate Governance and Control</b></p> <p><b>2 Hours</b></p>	<p><b>Introduction to Corporate Governance</b></p> <ul style="list-style-type: none"> <li>○ Organisation Culture</li> <li>○ Corporate Governance and its purpose</li> <li>○ Key people who set the tone</li> <li>○ Board’s role in Corporate Culture</li> </ul> <p><b>Singapore Code of Corporate Governance (CG)</b></p> <ul style="list-style-type: none"> <li>○ Development in the CG Code and Ecosystem</li> <li>○ Regulatory requirements and framework</li> <li>○ “Comply or Explain” regime</li> <li>○ Who is responsible for CG</li> </ul> <p><b>Board Matters in CG</b></p> <ul style="list-style-type: none"> <li>○ Roles, responsibility, composition, diversity and renewal</li> </ul> <p><b>Stakeholders Management</b></p> <ul style="list-style-type: none"> <li>○ Stakeholders Meetings</li> <li>○ Stakeholders Relation</li> </ul>	<p><b>Mr. Victor Lai, FCA (Singapore)</b> Principal Consultant, CitadelCorp</p> <p>Member of ISCA Corporate Governance and Risk Management Committee</p>

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<p><b>Listed Company Fundamentals</b></p> <p><b>5 Hours</b></p>	<p><b>Ecosystem of a Public Company – Working with Professionals</b></p> <ul style="list-style-type: none"> <li>• Role of professionals</li> <li>• Selection and Assessment of Professionals</li> <li>• Reliance on Professional’s Report &amp; Opinion</li> <li>• Role of Artificial Intelligence in Due Diligence</li> </ul> <p><b>Directors of SGX-Listed Entities – Ongoing Obligations</b></p> <ul style="list-style-type: none"> <li>• SGX Listing Manual and Catalist Rules – Continuing obligations of directors and listed entities under the SGX Listing Manual and the Catalist Rules: breaches and enforcement</li> <li>• Securities &amp; Futures Act – Dealing in securities, Insider Trading &amp; Disclosure of interests</li> </ul> <p><b>Achieving &amp; Maximising Board Effectiveness</b></p> <ul style="list-style-type: none"> <li>• Board Structure</li> <li>• Board Leadership</li> <li>• Board Meetings</li> <li>• Right of Board Members</li> <li>• Board Governance &amp; Professional Training Development</li> <li>• Challenges of Board Effectiveness</li> <li>• Implications on Board Effectiveness</li> </ul> <p><b>Board Dynamics</b></p> <ul style="list-style-type: none"> <li>• Concepts of classifying companies</li> <li>• Analyse the culture, interactions and behaviors that impact the effectiveness of the board and director, including practices for improving boardroom dynamics</li> <li>• Decision making in the boardroom</li> <li>• Understanding types of conflicts</li> <li>• Managing affective and cognitive conflict</li> <li>• Role of the Chairman in effective Board</li> </ul>	<p><b>Mr. Tan Kian Tiong</b> Partner and Head, Capital Market, SAC Capital Private Limited</p> <p><b>Mr. Charles Poon</b> Co-Founder and Chief Products Officer, Handshakes</p> <p><b>Ms. Tan Mui Hui</b> Deputy Head, Capital Markets, Partner, Rajah &amp; Tann Singapore</p> <p><b>Ms. Linda Hoon</b> Independent Director, Tru-Marine and Kidney Dialysis Foundation Singapore</p> <p><b>Mr. Chris Bennet</b> Director, BPA Australasia Pte Ltd</p>

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<p><b>Corporate Actions</b></p> <p><b>2 Hours</b></p>	<ul style="list-style-type: none"> <li>Understand the disclosure of material information and the process and insights on different corporate actions that are available for listed companies.</li> <li>Topics include: <ul style="list-style-type: none"> <li>Material Information</li> <li>Material Thresholds for Acquisition and Disposal Transactions</li> <li>Interested Person Transactions</li> <li>Employee Share Option Scheme and Share Scheme</li> <li>Dividend Payout</li> <li>Fundraising</li> <li>Share Buyback</li> <li>General Offers and Takeovers</li> </ul> </li> </ul>	<p><b>Ms. Lee Khai Yinn</b> Partner, Head of Continuing Sponsorship, SAC Capital Private Limited</p> <p><b>Mr. Tan Kian Tiong</b> Partner and Head, Capital Market, SAC Capital Private Limited</p>
<p><b>Financial Statement Analysis for Directors</b></p> <p><b>2.5 Hours</b></p>	<p><b>Purpose and Significance of Financial Statement Analysis in Decision Making</b></p> <ul style="list-style-type: none"> <li>Overview of Key Financial Statements: Making the Connections</li> <li>Cash Flow Analysis: Profit is an Opinion, Cash is a Fact</li> <li>Segment Information for Better Decision Making</li> <li>Insight for Directors: Key Audit Matters and Their Relevance to Financial Oversight</li> </ul> <p><b>Key Financial Dynamics</b></p> <ul style="list-style-type: none"> <li>Earning Measures: Gross Profit, Operating Profit, EBITDA, EBIT, Income from Continuing Operations, Net Profit After Tax, Normalised Income</li> <li>Liquidity versus Borrowings: Evaluating Financial Flexibility and Risk</li> <li>Goodwill and Impairment: Challenges in Valuation and Impairment Testing</li> <li>Mini Case Studies: Real-World Applications and Implications of Each Topic</li> </ul> <p><b>Tools and Techniques in Financial Statement Analysis</b></p> <ul style="list-style-type: none"> <li>Applying DuPont Analysis to Assess Company Performance</li> <li>Horizontal and Vertical Analysis</li> <li>The Five Building Blocks of Ratio Analysis</li> <li>Introduction to Z-Score: Predicting Bankruptcy Risks</li> </ul>	<p><b>Mr. Sarjit Singh, FCA (Singapore)</b> Leader, Deloitte Learning Solutions Southeast Asia</p>

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	<p><b>Spotting Red Flags and Financial Irregularities</b></p> <ul style="list-style-type: none"> <li>• Enron: The Fraud that Woke the World</li> <li>• Lehman Brothers: The World's Largest Bankruptcy</li> <li>• China Evergrande: Business Model and Risk Culture</li> <li>• Singapore Land Authority: Trust in Procurement is Not a Control</li> <li>• Hyflux Ltd: Dashed on Rocks of Leverage, Liquidity, Losses, and Lenders</li> </ul>	
<p><b>Risk Management &amp; Audit</b></p> <p><b>1 Hours</b></p>	<ul style="list-style-type: none"> <li>• Code of Corporate Governance (Principles 9 &amp; 10)</li> <li>• Composition of the Audit and Risk Committee</li> <li>• Risk Management and Internal Control Framework                             <ul style="list-style-type: none"> <li>○ Board roles in Risk Management and Internal Control</li> <li>○ Whistleblowing policies and best practises</li> </ul> </li> <li>• Internal Audit                             <ul style="list-style-type: none"> <li>○ Statutory and regulatory requirements</li> <li>○ Board role in Internal Audit</li> </ul> </li> <li>• Board role in Internal Audit                             <ul style="list-style-type: none"> <li>○ Statutory and regulatory requirements</li> <li>○ Board role in External Audit</li> </ul> </li> </ul>	<p><b>Mr. Victor Lai, FCA (Singapore)</b> Principal Consultant, CitadelCorp</p> <p>Member of ISCA Corporate Governance and Risk Management Committee</p>
<p><b>Director's Role in Change Management</b></p> <p><b>3 Hours</b></p>	<ul style="list-style-type: none"> <li>• Change Management and Business Transformation</li> <li>• Organisation Readiness</li> <li>• Change Management Strategies</li> <li>• Change Communication</li> <li>• Director's in Change Management (Listed Company)</li> </ul>	<p><b>Ms. Clara Kwan</b> Managing Director, Business Asia Center</p>

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## Board of Directors (BOD) Masterclass Programme

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17 hours Recorded E-Learning Modules	Content Coverage	Speaker(s)
<p><b>Director's Role in Sustainability</b></p> <p><b>2.5 Hours</b></p>	<ul style="list-style-type: none"> <li>• Sustainability reporting regime</li> <li>• Governance Structure and Board Responsibilities on Sustainability matters</li> <li>• Stakeholder Engagement Process</li> <li>• Incorporation of ESG Risks and Opportunities within the Issuer's Business and Strategy</li> <li>• Impact and Importance of Climate Change</li> <li>• Guidance on Climate Reporting, including Identification of Climate-related Risks and Conduct of Scenario Analysis</li> <li>• Emerging Trends and Developments in the Sustainability Space</li> <li>• Other Relevant Aspects of Sustainability, such as Biodiversity, Diversity and Human Rights</li> </ul>	<p><b>Mr. Chris Fuggle</b> Mazars Global Head of Sustainability, Partner</p> <p><b>Mr. Praveen Tekchandani</b> Climate Change and Sustainability Services Leader, Ernst &amp; Young LLP</p> <p><b>Mr. Simon Yeo, FCA (Singapore)</b> EY Asean Climate Change and Sustainability Services Leader and Assurance Partner, Ernst &amp; Young LLP</p>

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In-Person Masterclasses (with playback options)	Speaker(s)
<p><b>Plenary Masterclass for Directors (4 Hours)</b></p> <p><b>Keynote presentation: Enhancing Board Performance</b></p> <ul style="list-style-type: none"> <li>Brief Overview of Roles and Responsibilities of the Board, and the Board’s Conformance/Compliance Role and Value Creation/“Performance” Role</li> <li>Characteristics of High-Performing Boards</li> <li>Discharging the Board’s Compliance Role</li> <li>Discharging the Board’s Value Creation Role</li> </ul> <p><b>Mastering Corporate Strategies and Tactics</b></p> <ul style="list-style-type: none"> <li>Introduction to the Corporate Strategy Process in Boards</li> <li>Board Calendar, Policy, Process &amp; Performance Measurement milestones</li> <li>What is Globalization vs Localisation strategies? Vertical vs Horizontal Strategies</li> <li>Evaluate various business models and their impact on value creation</li> <li>Corporate Vision Mission and Values</li> <li>Specific example of an industry, country, company strategy : EVs</li> <li>Leveraging technology for performance measure and monitoring</li> </ul> <p><b>Strategic Stakeholder Engagement for Board Excellence</b></p> <ul style="list-style-type: none"> <li>Key stakeholders of the business</li> <li>Communication to stakeholders for listed entities</li> <li>Understand how businesses and boards are responding to sustainability agenda</li> <li>Obligation of the Board’s regarding shareholder rights, corporate reporting and disclosures</li> <li>Importance and nature of investors and media relations and how the Board should prepare for and respond to crisis</li> <li>Communication on transformation change for agility and sustainability</li> </ul>	<p><b>Professor Mak Yuen Teen</b> Professor (Practice) of Accounting at the NUS Business School, National University of Singapore</p> <p><b>Mr Colin Low</b> Global Independent Director; Chairman of Audit, Risk, Sustainability, Nomination Investment and Remuneration Committees &amp; Former Chairman of the Board</p> <p><b>Datuk Shireen Muhiudeen</b> Public Board Director, Former Board Chair and Author</p>

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In-Person Masterclasses (with playback options)	Speaker(s)
<p><b>Audit Committee: The Heart of Corporate Governance (3 Hours)</b></p> <ul style="list-style-type: none"> <li>• Understand <b>the role, duties and responsibilities</b> of directors appointed to the Audit Committee</li> <li>• Outline <b>the roles, qualification and function of specialist, internal auditors and external auditors</b>, and how they relate to and work with their audit committee</li> <li>• Effective <b>whistleblowing</b> process</li> <li>• <b>Fraud detection and deterrence</b>, including <b>key fraud risk</b> in financial reporting</li> <li>• <b>Financial reviews</b></li> <li>• <b>Internal control reviews</b> (operation, financial and technology)</li> <li>• <b>Trends and developments</b> that the audit committee need to be aware of</li> </ul>	<p><b>Mr. Kuan Cheng Tuck</b></p> <p>Mr. Kuan is a seasoned professional who is dually qualified in accounting and law. With over 15 years of experience serving on the boards of listed companies in Singapore and HK, he has established himself as a trusted and accomplished independent director, and developed a deep understanding of reporting, regulatory, and compliance issues, consistently providing innovative and effective solutions. He is also an adjunct associate professor with the National University of Singapore (NUS) Law Faculty, where he teaches the "Applied Accounting and Finance for Lawyers" module as part of a Master of Laws (LLM) program, sharing his expertise with the next generation of legal professionals. He has demonstrated exceptional leadership skills, having served as Chairman of the Audit Committee for most of the listed companies he has been involved with, overseeing financial governance and ensuring transparency and accountability. He brings an exceptional array of skills to the table, including dual qualifications in accounting and law, extensive experience navigating complex regulatory and compliance issues, and a talent for strategic thinking and creative problem-solving.</p>

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<p><b>Nomination and Remuneration Committee (3 Hours)</b></p> <p><b><u>Nominating Committee</u></b></p> <ul style="list-style-type: none"> <li>• Brief Overview of Rules Relating to the Nominating Committee</li> <li>• Board and Board Committee Composition</li> <li>• Nomination of Directors</li> <li>• Assessing Suitability of Directors</li> <li>• Assessing Independence of Directors</li> <li>• Cessation of Directors</li> <li>• Succession Planning</li> <li>• Board Assessment</li> </ul> <p><b><u>Remuneration Committee</u></b></p> <ul style="list-style-type: none"> <li>• Brief Overview of Rules Relating to the Remuneration Committee</li> <li>• Key Issues in Setting Remuneration</li> <li>• Issues Relating to Profit-Based Incentive Plans</li> <li>• Long-Term Incentive Plans</li> <li>• Performance Measures and Targets</li> <li>• Other Considerations in Executive Remuneration (including Risks)</li> <li>• Non-Executive Director Remuneration</li> <li>• Linking ESG to Executive Remuneration</li> </ul>	<p><b>Professor Mak Yuen Teen</b></p> <p>Mak Yuen Teen is Professor (Practice) of Accounting at the NUS Business School, National University of Singapore (NUS). He was a former Vice Dean of the School, the founder of the first Corporate Governance Centre and Centre for Investor Protection at NUS.</p> <p>He holds first class honours, master and PhD degrees in accounting and finance. He currently serves on the Corporate Governance Advisory Committee under MAS aimed at continually raising corporate governance standards for listed companies in Singapore. He is also a founding director and member of Corporate Monitor Limited.</p>



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<p><b>Board Risk Committee Masterclass (3 Hours)</b></p> <ul style="list-style-type: none"><li>• Role, duties and responsibilities of directors appointed to the Board Risk Committee</li><li>• Nature of risk, risk universe and key risk management concepts and trends that the Board Risk Committee need to be aware of</li><li>• Key requirements for adequate and effective risk management and assurance providers in relation to risk management</li><li>• Key disclosure requirements related to risk management and sustainability reporting</li><li>• Cyber risk and cloud technology</li><li>• Cybersecurity &amp; Cyber-resilience</li><li>• Data governance</li><li>• Business continuity plan (eg. Geopolitical Risk, Health Risk)</li><li>• Best practices for companies on the Mainboard and Catalist and their differences</li></ul>	<p>To be confirmed.</p>