

'Annual General Meeting' Announcement - SG210326MEETH0V1

Issuer & Securities

| | |
|---|--|
| Issuer/ Manager SINGAPORE REINSURANCE CORPORATION LIMITED | Security SINGAPORE REINSURANCE COR LTD |
|---|--|

Announcement Details

| | | |
|---|--|---|
| Announcement Reference SG210326MEETH0V1 | Submitted By (Co./ Ind. Name) Tan Swee Gek | Designation Company Secretary |
| Contact Details 63292318 | Price Sensitivity Yes | |
| Financial Year End 31/12/2020 | | |

Event Narrative

| Narrative Type | Narrative Text |
|-----------------|--|
| Additional Text | Please refer to the attached Notice of Annual General Meeting and Proxy Form issued by Singapore Reinsurance Corporation Limited. Printed copies of the attached documents will also be mailed to Shareholders which are included in the Summary Financial Report. |
| Additional Text | Please also refer to the attached Important Notice to Shareholders regarding the Company's Annual General Meeting on 27 April 2021 |
| Additional Text | Please find attached the Company's responses to substantial and relevant questions raised by Shareholders in advance of the 48th Annual General Meeting to be held on 27 April 2021 at 11.00 am. |

Event Dates

| | |
|---|--|
| Meeting Date and Time 27/04/2021 11:00:00 | Response Deadline Date 24/04/2021 11:00:00 |
|---|--|

Event Venue(s)

| | |
|-----------------|--|
| Place | |
| Venue(s) | Venue details |
| Meeting Venue | The 48th Annual General Meeting (AGM) of Singapore Reinsurance Corporation Limited will be held by way of electronic means. Members will not be able to attend the AGM in person and may only attend the AGM by observing and listening to the proceedings of the AGM by live webcast. |

Attachments

For Public Dissemination

Notice of AGM.pdf

Proxy Form of Singapore Re.pdf

Important Notice.pdf

SGX26.04.2021 - SGXNet Responses to QnA for AGM YE2020.pdf

For SGX Info Only (Excl. Regulatory Approval docs.)

Update Info

Created By

Suriani AbdulRasiad (SingReIns01)

Last Updated By

Admin Administrator (Admin)

Created Date

26/03/2021 07:31:34 AM

Last Update Date

26/04/2021 05:22:15 PM

SINGAPORE REINSURANCE CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 197300016C

ANNUAL GENERAL MEETING TO BE HELD ON 27 APRIL 2021 – RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS RAISED BY SHAREHOLDERS

The Board of Directors (the "**Board**") of Singapore Reinsurance Corporation Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Notice of Annual General Meeting ("**AGM**") dated 26 March 2021 regarding the Company's AGM to be held solely by way of electronic means on Tuesday, 27 April 2021 at 11.00 a.m. (the "**Announcement**").

Unless otherwise defined, all capitalised terms used in this announcement shall have the same meaning ascribed to them in the Announcement.

As set out in the Announcement, in view of the ongoing developments on the COVID-19 outbreak and pursuant to the Relevant Order and as Shareholders will not be able to ask questions at the AGM "live" during the webcast, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by, *inter alia*, submitting questions in advance of the AGM.

The Company thanks Shareholders for the questions submitted.

The **Appendix** sets out the Company's responses to the questions received from the Shareholders by 22 April 2021 that are substantial and relevant to the AGM resolutions and the business of the Company.

BY ORDER OF THE BOARD

Tan Swee Gek
Company Secretary

26 April 2021

APPENDIX

AGM FOR FINANCIAL YEAR ENDED 31 DECEMBER 2020
QUESTIONS FROM SHAREHOLDERS

| Topic | No. | Question | Responses |
|------------|-----|--|--|
| Operations | 1 | What are the plans to achieve better underwriting performance? | <p>1. Identify and rehabilitate specific segments / markets which are underperforming (e.g. Pro Rata Treaties).</p> <ul style="list-style-type: none"> ▪ Corrective measures taken during 2021 renewal by market leaders to tighten terms/conditions for loss-making or under-performing territories / treaties ▪ The Company has also reduced shares or terminated treaties which have under-performed especially in situations where corrective measures were deemed insufficient to improve chances of achieving positive returns. <p>2. Increase XL Treaty business</p> <ul style="list-style-type: none"> ▪ Longer-Term Target: To achieve a more balanced portfolio split between Pro Rata & XL Treaties as technical margin for XL Treaty business generally better. <p>3. Increase Facultative business</p> <ul style="list-style-type: none"> ▪ Facultative book generally profitable over the years as the Company is able to risk select. ▪ For risks which exhibit hardening in terms/conditions, it is opportune time to deploy bigger capacity to existing/new Facultative reinsurances. |

| Topic | No. | Question | Responses |
|---------------------------------|-----|--|--|
| Voluntary Cash Offer by Fairfax | 2 | Does the Board's IDs believe that the recent offer by Fairfax is a fair and reasonable one? | <p>Shareholders should have by now received a copy of the Offeree Circular, which was despatched on 20 April 2021 and contains, among others, the recommendation of the Independent Directors and the advice of PrimePartners Corporate Finance Pte. Ltd., the independent financial adviser ("<u>IFA</u>") to the Independent Directors in respect of the Offer.</p> <p>Shareholders should refer to (a) Section 12.2 of the Offeree Circular, which sets out the recommendation of the Independent Directors, and (b) the letter from the IFA ("<u>IFA Letter</u>"), which is set out in Appendix I to the Offeree Circular and contains, among others, the IFA's views and evaluation of the financial terms of the Offer and the IFA's opinion thereon.</p> <p>Shareholders are advised to read the Offeree Circular and the IFA Letter in their entirety and to consider carefully the recommendation of the Independent Directors and the advice of the IFA in deciding whether to accept the Offer.</p> |
| Voluntary Cash Offer by Fairfax | 3 | <p>In page 74 of the 2020 annual report, it was noted that "the insurance contract liabilities maintained in the Group's financial statements were higher than those assessed by the independent actuary".</p> <p>Given the conditional offer by Fairfax, could the board please disclose what is the value assessed by the independent actuary so that minority shareholders can make a more informed decision?</p> | <p>The variance between the insurance contract liabilities held by the Group as maintained in the Group's financial statements compared to the valuation by the Certifying Actuary is not material and arises from a more prudent and conservative estimate which approach has been consistently applied by the company since 2002.</p> <p>Shareholders may also wish to refer to Note 16 to the financial statements, which provides appropriate disclosures on the valuation process.</p> <p>Shareholders should refer to the IFA Letter, which is set out in Appendix I to the Offeree Circular and contains, among others, the IFA's views and evaluation of the financial terms of the Offer and the IFA's opinion thereon.</p> <p>Shareholders are advised to read the Offeree Circular and the IFA Letter in their entirety and to consider carefully the recommendation of the Independent Directors and the advice of the IFA in deciding whether to accept the Offer.</p> |

| Topic | No. | Question | Responses |
|---------------------------------|-----|---|---|
| Voluntary Cash Offer by Fairfax | 4 | After holding shares from IPO and now asked to consider voluntary conditional cash offer at \$0.3535 for each share is too much. Another shark on the prowl of small investors. What does Chairman think? Fair to shareholders??? If want to buy at IPO price of course I can consider. | <p>Shareholders should refer to (a) Section 12.2 of the Offeree Circular, which sets out the recommendation of the Independent Directors, and (b) the IFA Letter, which is set out in Appendix I to the Offeree Circular and contains, among others, the IFA's views and evaluation of the financial terms of the Offer and the IFA's opinion thereon. Shareholders should also note that, as mentioned in Section 12.1 of the Offeree Circular, the SIC has given rulings on 4 March 2021 that I am exempted from the requirement to make a recommendation to the Shareholders on the Offer as I am concurrently a director of the Offeror and the Non-Executive and Non-Independent Director/Chairman of the Company and face a conflict of interest in relation to the Offer.</p> <p>Shareholders are advised to read the Offeree Circular and the IFA Letter in their entirety and to consider carefully the recommendation of the Independent Directors and the advice of the IFA in deciding whether to accept the Offer.</p> |
| Voluntary Cash Offer by Fairfax | 5 | What are the company's intentions and business plans after de-listing, assuming that this exercise is successful. | Shareholders should refer to Section 9 of the Offeree Circular, which sets out the Offeror's intentions in relation to the Company (as extracted from sections 8 and 9 of the Letter to Shareholders in the Offer Document dated 6 April 2021). |