

Corporate Governance

INTRODUCTION

Good corporate governance ensures key stakeholders' interests are protected and enhances corporate performance and accountability. SingTel aspires to the highest standards of corporate governance and, to this end, has put in place a set of well-defined policies and processes.

As SingTel shares are listed on both the Singapore Exchange Securities Trading Limited (SGX) and Australian Securities Exchange (ASX), SingTel seeks to comply with two sets of listing rules and is guided in its corporate governance practices by the Singapore Code of Corporate Governance 2005 (2005 Code) as well as the revised ASX Corporate Governance Principles and Recommendations with 2010 Amendments released on 30 June 2010 (Revised ASX Code). Where one exchange has more stringent requirements, SingTel will strive to observe the more stringent requirements.

In line with corporate governance best practices, certain enhancements to the Group's corporate governance regime have been made, including the following:

- SingTel has published its inaugural Sustainability Report for the financial year ended 31 March 2010. The report covers SingTel's sustainability framework comprising marketplace, people, environment and community and is available on the SingTel corporate website. It adopts the reporting principles from the Global Reporting Initiative (GRI) G3 Guidelines and follows the requirements of the 'B' application level.
- SingTel implemented electronic poll voting at its Annual General Meeting and Extraordinary General Meeting in July 2010 so as to better reflect shareholders' shareholding interests.
- The terms of reference of the Finance, Investment and Risk Committee have been expanded to include the provision of advisory support to the Board on the development of the SingTel Group's overall strategy.
- The terms of reference of the Compensation Committee have been enhanced to specifically include succession planning and executive development so as to facilitate a more holistic approach to developing, strengthening and reviewing a sound and capable management team. In line with the expansion of the Committee's terms of reference, the Committee's name has been changed to the "Executive Resource and Compensation Committee".
- Pursuant to the new ASX listing rules on trading policies which came into effect on 1 January 2011, SingTel's Securities Transactions Policy (see page 65) was enhanced to incorporate a procedure for Directors and officers to obtain prior written clearance for trading during a "closed period".

- In order to have a more in-depth review and analysis of the Board's performance, an independent external consultant was appointed to facilitate the evaluation of the Board and the Board committees, as well as the Directors' peer appraisal exercise (see Board Performance on page 59).

This report sets out SingTel's main corporate governance practices with reference to the 2005 Code and the Revised ASX Code. Unless otherwise stated, these practices were in place for the entire financial year. SingTel complies with the 2005 Code save that, in respect of Board appraisal, the Board is of the view that financial indicators are not appropriate criteria for assessing the Board's performance as the Board's role is seen to be more in formulating, rather than executing, strategy and policy. SingTel also complies with the Revised ASX Code.

The Board of Directors is responsible for SingTel's corporate governance standards and policies, and stresses their importance across the Group. SingTel has received accolades from the investment community for excellence in corporate governance. More details are included in the 'Key Awards and Accolades' section on pages 22 to 23.

BOARD MATTERS

Board's Conduct of its Affairs

The Board oversees the business affairs of the SingTel Group. It assumes responsibility for the Group's overall strategic plans and performance objectives, financial plans and annual budget, key operational initiatives, major funding and investment proposals, financial performance reviews, compliance and accountability systems, and corporate governance practices. The Board also appoints the Group CEO, approves the policies and guidelines for Board and Senior Management remuneration, and approves the appointment of Directors. In line with best practices in corporate governance, the Board also oversees long term succession planning for Senior Management.

SingTel has established financial authorisation and approval limits for operating and capital expenditure, the procurement of goods and services, and the acquisition and disposal of investments. Apart from matters that specifically require the Board's approval, such as the issue of shares, dividend distributions and other returns to shareholders, the Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Board Committees and the Management Committee so as to optimise operational efficiency.

Directors' Attendance at Board Meetings during the Financial Year Ended 31 March 2011

Name of Director	Scheduled Board Meetings ⁽¹⁾		Ad Hoc Board Meetings ⁽¹⁾	
	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended
Chumpol NaLamlieng	6	6	1	1
Graham John Bradley AM ⁽²⁾	6	5	1	1
Chua Sock Koong	6	6	1	1
Fang Ai Lian	6	6	1	0
Dominic Chiu Fai Ho	6	6	1	1
Simon Israel	6	6	1	1
Low Check Kian ⁽³⁾	-	-	-	-
Peter Edward Mason AM ⁽²⁾⁽⁴⁾	4	4	1	1
Kaikhushru Shiavax Nargolwala	6	6	1	1
Peter Ong Boon Kwee ⁽⁵⁾	4	2	1	1
Ong Peng Tsin	6	6	1	1
Nicky Tan Ng Kuang	6	6	1	0
Heng Swee Keat ⁽⁶⁾	2	1	0	0
John Powell Morschel ⁽⁶⁾	2	2	0	0
Deepak S Parekh ⁽⁶⁾	2	1	0	0

Notes:

⁽¹⁾ Refers to meetings held/attended while each Director was in office.

⁽²⁾ Member of the Order of Australia.

⁽³⁾ Mr Low Check Kian was appointed to the Board on 9 May 2011.

⁽⁴⁾ Mr Peter Edward Mason was appointed to the Board on 21 September 2010.

⁽⁵⁾ Mr Peter Ong Boon Kwee was appointed to the Board on 1 September 2010.

⁽⁶⁾ Mr Heng Swee Keat, Mr John Powell Morschel and Mr Deepak S Parekh retired following the conclusion of the AGM held on 30 July 2010.

The Board meets regularly, and sets aside time at each scheduled Board meeting to meet without the presence of Management. Board meetings are full-day affairs and include presentations by senior executives and external consultants/experts on strategic issues relating to specific business areas. Typically, at least one Board meeting a year is held overseas, in a country where the Group either has significant investment or has an interest in investing. On such occasions, the Board may meet with local business leaders and government officials, so as to help the Board gain greater insight into such countries. The Board also meets SingTel's partners in those countries to develop stronger relationships with such partners. In addition to approximately seven scheduled meetings each year, the Board meets as and when warranted by particular circumstances. Seven Board meetings were held in the financial year ended 31 March 2011. Meetings via telephone or video conference are permitted by SingTel's Articles of Association.

A record of the Directors' attendance at Board meetings during the financial year ended 31 March 2011 is set out above.

Directors are required to act in good faith and in the interests of SingTel. All new Directors appointed to the Board are briefed on the Group's business activities, strategic direction and policies, key business risks, and the regulatory environment in which the Group operates, as well as their statutory and other duties and responsibilities as Directors. In line with best practices in corporate governance, the 2005 Code and the Revised ASX Code, new Directors also receive a letter from the Company stating clearly the Board's role and the role of non-executive Directors, the time commitment that the Director would be expected to allocate and other relevant matters.

Corporate Governance

Board Composition and Balance

The size and composition of the Board are reviewed from time to time by the Corporate Governance and Nominations Committee, which seeks to ensure that the size of the Board is conducive to effective discussion and decision-making, and that the Board has an appropriate number of independent Directors. The Committee also seeks to maintain an appropriate balance of expertise, skills and attributes among the Directors, including relevant core competencies in areas such as accounting and finance, business and management, industry knowledge, strategic planning, customer-based experience and knowledge, and regional business expertise. Any potential conflicts of interest are taken into consideration.

Reflecting the focus of the Group's business in the region, half of SingTel's 12 Directors are, or originate, from countries outside Singapore, namely, the Chairman, Mr Chumpol NaLamlieng, and non-executive Directors, Messrs Graham John Bradley AM, Dominic Chiu Fai Ho, Simon Israel, Peter Edward Mason AM and Kaikhushru Shiavax Nargolwala.

In order to assist in attracting high calibre international directors to the SingTel Board, especially where candidates come from jurisdictions where it is common practice, SingTel has adopted a policy on the grant of Deeds of Indemnity to Directors, to provide assurance to Directors that they are adequately covered against personal liability incurred in the course of performing their professional duties.

The Corporate Governance and Nominations Committee assesses the independence of each Director, taking into account the SGX and ASX corporate governance guidance for assessing independence. On this basis, Ms Chua Sock Koong, SingTel's Group CEO, Mr Simon Israel, an Executive Director and the President of Temasek Holdings (Private) Limited ⁽¹⁾ and Mr Peter Ong Boon Kwee, Permanent Secretary of the Ministry of Finance, are the only non-independent Directors.

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 judgement in the best interests of SingTel, is considered to be independent. SingTel also requires independence from the major shareholder in order to consider a Director independent although the 2005 Code does not specify this. The Chairman and all other members of the Board, except those identified above as being non-independent, are considered to be independent Directors.

In assessing the independence of the Directors, the Corporate Governance and Nominations Committee has examined the different relationships identified by the 2005 Code and the Revised ASX Code that might impair the Directors' independence

Note:

⁽¹⁾ Mr Israel will retire from his executive and board roles in Temasek Holdings (Private) Limited effective 1 July 2011.

and objectivity, and is satisfied that the Directors are able to act with independent judgement.

In particular, while Mr Graham John Bradley AM is the Chairman of Stockland Corporation Limited (Stockland), which is listed on the ASX, and Optus pays to the Stockland group rents under commercial leases which exceed S\$200,000 per year, Mr Bradley has been assessed as independent as the leases were negotiated at arms' length on commercial terms. The Board considers that this relationship did not influence Mr Bradley's ability and willingness to operate independently, and he has shown independence and objectivity in the broader performance of his obligations as Director.

The profile of each Director and other relevant information are set out under 'Board of Directors' from pages 14 to 17.

The Chairman and the Group CEO

There is a clear separation of the roles and responsibilities of the Chairman and the Group CEO. The Chairman, who is an independent Director, leads the Board and is responsible for the Board's workings and proceedings, while the Group CEO is responsible for implementing the Group's strategies and policies, and for conducting the Group's business. The Chairman and Group CEO are not related. In line with best practices in corporate governance, the duties and responsibilities of the Chairman have been formalised in writing and approved by the Board.

The Lead Independent Director

Mr Kaikhushru Shiavax Nargolwala was appointed as the Lead Independent Director of the Board in May 2009. Mr Nargolwala has been an independent Director on the Board since 29 September 2006.

The Lead Independent Director is appointed by the Board to serve in a lead capacity to coordinate the activities of the non-executive Directors in circumstances where it would be inappropriate for the Chairman to serve in such capacity, and to assist the Chairman and the Board to assure effective corporate governance in managing the affairs of the Board and the Company.

The Lead Independent Director serves as chairman of the Corporate Governance and Nominations Committee. The role of the Lead Independent Director includes meeting with the non-executive Directors without the Chairman present at least annually to appraise the Chairman's performance and on such other occasions as are deemed appropriate. He will also be available to shareholders if they have concerns relating to matters which contact through the normal channels of the Chairman, Group CEO or Group CFO has failed to resolve, or for which such contact is inappropriate.

Board Membership

SingTel's Corporate Governance and Nominations Committee establishes and reviews the profile required of Board members and makes recommendations to the Board on the appointment, re-nomination and retirement of Directors.

When an existing Director chooses to retire or is required to retire from office by rotation, or the need for a new Director arises, the Corporate Governance and Nominations Committee reviews the range of expertise, skills and attributes on the Board and the composition of the Board. The Committee then identifies SingTel's needs and prepares a shortlist of candidates with the appropriate profile for nomination or re-nomination. Where necessary, the Committee may seek advice from external search consultants.

The Corporate Governance and Nominations Committee takes factors such as attendance, preparedness, participation and candour into consideration when evaluating the past performance and contributions of a Director for recommendation to the Board. However, the re-nomination or replacement of a Director does not necessarily reflect the Director's performance or contributions to the Board. The Committee may have to consider the need to position and shape the Board in line with the evolving needs of SingTel and the business. In order to ensure Board renewal, the Board has in place a guideline on the tenure of the Chairman and Directors.

Directors must ensure that they are able to give sufficient time and attention to the affairs of SingTel and, as part of its review process, the Corporate Governance and Nominations Committee decides whether or not a Director is able to do so and whether he/she has been adequately carrying out his/her duties as a Director of SingTel. The Board has also adopted an internal guideline that seeks to address the competing time commitments that may be faced when a Director holds multiple board appointments. The guideline includes the following: (1) in support of their candidature for directorship or re-election, Directors are to provide the Corporate Governance and Nominations Committee with details of other commitments and an indication of the time involved; and (2) non-executive Directors should consult the Chairman or chairman of the Corporate Governance and Nominations Committee before accepting any new appointments as directors.

A Director must retire from office at the third Annual General Meeting (AGM) after the Director was elected or last re-elected. A retiring Director is eligible for re-election by SingTel shareholders at the AGM. In addition, a Director appointed by the Board to fill a casual vacancy, or appointed as an additional Director, may only hold office until the next AGM, at which time he/she will be eligible for re-election by shareholders. If at any AGM, less than three Directors would retire pursuant to the requirements set out above, the additional Directors to retire at that AGM shall be those who have been longest in office since their last re-election or appointment. The Group CEO, as a Director, is subject to the

same retirement by rotation, resignation and removal provisions as the other Directors and such provisions will not be subject to any contractual terms that he/she may have entered into with the Company. Shareholders are provided with relevant information on the candidates for election or re-election.

Board Performance

The Board and the Corporate Governance and Nominations Committee strive to ensure that Directors on the Board possess the experience, knowledge and skills critical to the Group's business so as to enable the Board to make sound and well-considered decisions.

Directors also participate in an annual offsite workshop with Senior Management to strategise and plan the Group's longer term strategy. Training and development programmes for Directors include talks and presentations by renowned experts and professionals in various fields, such as telecommunications, technology, regulatory matters and the economic/business environment in relevant markets. The Directors may also attend other appropriate courses, conferences and seminars.

Each year, the Corporate Governance and Nominations Committee undertakes a process to assess the effectiveness of the Board as a whole and the contributions by each Director. During the financial year, an independent external consultant was appointed to facilitate the evaluation of the Board and Board committees, as well as the Directors' peer appraisal exercise. Directors were requested to complete appraisal forms to assess the overall effectiveness of the Board and the Board committees, as well as each individual Director's contributions to the Board and Board committees. The external consultant also met up with each Director separately for greater in-depth feedback. In addition, Senior Management participated in the review by providing feedback on areas such as development and monitoring of strategy, the Board's working relationship with Management and risk management. The results of the appraisal exercise were considered by the Committee, which then made recommendations to the Board, aimed at helping the Board to discharge its duties more effectively. The appraisal process focused on the evaluation of factors such as Board composition, information management, Board processes, corporate integrity and social responsibility, managing the Company's performance, strategic review, Board Committee effectiveness, CEO performance and succession planning, Director development and management, managing risk adversity and overall perception of the Board.

In addition to the appraisal exercise, the contributions and performance of each Director were assessed by the Committee as part of its periodic reviews of the composition of the Board and the various Board Committees. In the process, the Committee was able to identify areas for improving the effectiveness of the Board and its Committees.

Corporate Governance

Access to Information

Prior to each Board meeting, SingTel's Management provides the Board with information relevant to matters on the agenda for the Board meeting. The Board also receives regular reports pertaining to the operational and financial performance of the Group. In addition, Directors receive analysts' reports on SingTel and other telecommunications companies on a quarterly basis. Such reports enable the Directors to keep abreast of key issues and developments in the industry, as well as challenges and opportunities for the Group. In line with SingTel's commitment to conservation of the environment, as well as technology advancement, SingTel has done away with hard copy Board papers and Directors are instead provided with tablet devices to enable them to access and read Board and Board Committee papers prior to and at meetings.

The Board has separate and independent access to the Senior Management and the Company Secretary at all times. The Company Secretary attends all Board meetings and is responsible for, among other things, ensuring that Board procedures are observed and that applicable rules and regulations are complied with. Procedures are in place for Directors and Board Committees, where necessary, to seek independent professional advice, paid for by SingTel.

Board and Management Committees

The following Board Committees assist the Board in executing its duties:

- Finance, Investment and Risk Committee
- Audit Committee
- Executive Resource and Compensation Committee
- Corporate Governance and Nominations Committee
- Optus Advisory Committee.

Each Board Committee may make decisions on matters within its terms of reference and applicable limits of authority. The terms of reference of each Committee are reviewed from time to time, as are the Committee structure and membership.

The selection of Board Committee members requires careful management to ensure that each Committee comprises Directors with appropriate qualifications and skills, and that there is an equitable distribution of responsibilities among Board members. The need to maximise the effectiveness of the Board, and to encourage active participation and contribution from Board members, is also taken into consideration.

A record of each Director's Board Committee memberships and attendance at Board Committee meetings during the financial year ended 31 March 2011 is set out on page 61.

Finance, Investment and Risk Committee

The Finance, Investment and Risk Committee (FIRC) comprises at least three Directors, the majority of whom shall be independent Directors. Membership of the Audit Committee and the FIRC is mutually exclusive.

The main responsibilities of the FIRC include the provision of advisory support on the development of the SingTel Group's overall strategy and on strategic issues for the Singapore and International businesses, approval of strategic, trade and portfolio investments and divestments of the Group, review of the Group's Investment and Treasury Policy, evaluation and approval of any financial offers and banking facilities and management of the Group liabilities in accordance with the policies and directives of the Board. In addition, the FIRC reviews the Group's risk profile and policies, examines the effectiveness of the Group's risk management system, guides the process to identify, evaluate and manage significant risks, and reports to the Board on material matters, findings and recommendations pertaining to risk management.

The FIRC also oversees any on-market share repurchases pursuant to SingTel's share purchase mandate.

Directors' Board Committee Memberships and Attendance at Board Committee Meetings during the Financial Year Ended 31 March 2011

Name of Director	Finance, Investment and Risk Committee ⁽¹⁾		Audit Committee ⁽¹⁾		Compensation Committee ⁽¹⁾ (now known as Executive Resource and Compensation Committee)		Corporate Governance and Nominations Committee ⁽¹⁾		Optus Advisory Committee ⁽¹⁾	
	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended	Number of Meetings Held	Number of Meetings Attended
Chumpol NaLamlieng					4	4	3	3		
Graham John Bradley AM ⁽²⁾			1	1	3	3			2	2
Chua Sock Koong ⁽³⁾	7	7	5	5	4	4	3	3	2	2
Fang Ai Lian ⁽⁴⁾			5	5	3	3				
Dominic Chiu Fai Ho			5	5			3	3		
Simon Israel	7	7							2	2
Low Check Kian ⁽⁵⁾										
Peter Edward Mason AM ⁽⁶⁾	4	4							1	1
Kaikhushru Shiavax Nargolwala			5	5			3	3		
Peter Ong Boon Kwee ⁽⁷⁾			3	1			3	1		
Ong Peng Tsin ⁽⁸⁾	7	7			3	3				
Nicky Tan Ng Kuang	7	7							2	1
Heng Swee Keat ⁽⁹⁾					1	0	0	0		
John Powell Morschel ⁽⁹⁾					1	1			1	1
Deepak S Parekh ⁽⁹⁾					1	0				

Notes:

⁽¹⁾ Refers to meetings held/attended while each Director was in office.

⁽²⁾ Mr Graham John Bradley ceased to be a member of the Audit Committee, and was appointed to the Executive Resource and Compensation Committee, on 30 July 2010.

⁽³⁾ Ms Chua Sock Koong is not a member of the committees other than the Optus Advisory Committee although she was in attendance at meetings of those committees as appropriate.

⁽⁴⁾ Mrs Fang Ai Lian was appointed to the Executive Resource and Compensation Committee on 30 July 2010.

⁽⁵⁾ Mr Low Check Kian was appointed to the Board on 9 May 2011, and the Corporate Governance and Nominations Committee and the Finance, Investment and Risk Committee on 11 May 2011.

⁽⁶⁾ Mr Peter Edward Mason was appointed to the Board, the Finance, Investment and Risk Committee and the Optus Advisory Committee on 21 September 2010.

⁽⁷⁾ Mr Peter Ong Boon Kwee was appointed to the Board, the Corporate Governance and Nominations Committee and the Audit Committee on 1 September 2010.

⁽⁸⁾ Mr Ong Peng Tsin was appointed to the Executive Resource and Compensation Committee on 30 July 2010.

⁽⁹⁾ Mr Heng Swee Keat, Mr John Powell Morschel and Mr Deepak S Parekh retired following the conclusion of the AGM held on 30 July 2010.

Corporate Governance

Audit Committee

The Audit Committee comprises at least three Directors, all of whom shall be non-executive Directors and the majority of whom, including the chairman, shall be independent Directors. At least two members of the Audit Committee must have accounting or related financial management expertise or experience. As required by the terms of reference of the Audit Committee, the chairman of the Audit Committee is a Director other than the Chairman of the Board. The Audit Committee members are all non-executive, and the majority of the members, including the chairman, are independent.

The Audit Committee has explicit authority to investigate any matter within its terms of reference, and has the full cooperation of and access to Management. It has direct access to the internal and external auditors, and full discretion to invite any Director or executive officer to attend its meetings.

The main responsibilities of the Audit Committee are to assist the Board in discharging its statutory and other responsibilities relating to internal controls, financial and accounting matters, compliance, and business and financial risk management.

The Audit Committee reports to the Board on the results of the audits undertaken by the internal and external auditors, the adequacy of disclosure of information, and the appropriateness and quality of the system of risk management and internal controls. It reviews the quarterly and annual financial statements with Management and the external auditors, reviews and approves the annual audit plans for the internal and external auditors, and reviews the internal and external auditors' evaluation of the Group's system of internal controls.

The Audit Committee is responsible for evaluating the cost-effectiveness of audits, the independence and objectivity of the external auditors, and the nature and extent of the non-audit services provided by the external auditors. It also makes recommendations to the Board on the appointment or re-appointment of the external auditors. In addition, the Audit Committee reviews and approves the SingTel Internal Audit Charter to ensure the independence and effectiveness of the internal audit function. At the same time, it ensures that the internal audit function is adequately resourced and has appropriate standing within SingTel.

During the financial year, the Audit Committee reviewed the Management's and SingTel Internal Audit's assessment of fraud risk and held discussions with the external auditors to obtain reasonable assurance that adequate measures were put in place to mitigate fraud risk exposure in the Group. The Audit Committee also reviewed the adequacy of the whistle-blower arrangements instituted by the Group through which staff may, in confidence, raise concerns about possible improprieties in matters of financial

reporting or other matters. All whistle-blower complaints were reviewed by the Audit Committee at its quarterly meetings to ensure thorough investigation and adequate follow-up.

The Audit Committee met four times during the financial year. At these meetings, the Group CEO, CEO (Singapore), CEO (International), CEO (Optus), Group CFO, Group Financial Controller, CFO (Singapore), CFO (Optus) and Vice President (Audit) were also in attendance. During the financial year, the Audit Committee reviewed the quarterly financial statements prior to approving or recommending to the Board of their release, as applicable. It reviewed the results of audits performed by SingTel Internal Audit based on the approved audit plan, significant litigation and fraud investigations, SingTel's register of interested person transactions and non-audit services rendered by the external auditors. The Audit Committee also met with the internal and external auditors, without the presence of Management, during the financial year.

Executive Resource and Compensation Committee

The Executive Resource and Compensation Committee (ERCC) comprises at least three Directors, all of whom shall be non-executive and the majority of whom shall be independent. The ERCC is chaired by an independent non-executive Director. The ERCC has access to expert advice inside and/or outside SingTel.

The main responsibilities of the ERCC are to approve the Group's policies on executive remuneration, and to administer and review any long term incentive schemes of SingTel.

The ERCC approves or recommends to the Board the appointment, promotion and remuneration of key management positions. Policies and guidelines for Directors' compensation are also recommended by the ERCC for the Board's endorsement.

The ERCC also ensures that appropriate recruitment, development and succession planning programmes are in place for key executive roles.

The Group CEO, who is not a member of the ERCC, may attend meetings of the ERCC but does not attend discussions relating to her own performance and remuneration.

SingTel's remuneration policy and remuneration for Directors and Senior Management are discussed in this report from pages 66 to 71.

Corporate Governance and Nominations Committee

The Corporate Governance and Nominations Committee comprises at least three Directors, the majority of whom, including the chairman, shall be independent. In line with the 2005 Code, the chairman of the Committee, Mr Kaikhushru Shiavax Nargolwala, is not a substantial shareholder of SingTel, nor is he directly associated with any substantial shareholder of SingTel.

The main functions of the Corporate Governance and Nominations Committee are outlined in the commentaries on 'Board Composition and Balance', 'Board Membership' and 'Board Performance' from pages 58 to 59. The Committee is also responsible for the development and review of SingTel's corporate governance principles and practices, taking into account relevant local and international developments in the area of corporate governance.

Optus Advisory Committee

The Optus Advisory Committee comprises at least three Directors, the majority of whom shall be non-executive Directors. The Committee reviews strategic business issues relating to the Australian business.

Management Committee

In addition to the five Board Committees, SingTel has a Management Committee that comprises the Group CEO, CEO (Singapore), CEO (International), CEO (Optus), Group CFO, Group Chief Information Officer, Group Chief Strategy Officer and Group Director (Human Resource).

The Management Committee meets every week to review and direct Management on operational policies and activities.

ACCOUNTABILITY AND AUDIT

Accountability

SingTel recognises the importance of providing the Board with accurate and relevant information on a timely basis. Hence, Board members receive monthly financial and business reports from SingTel's Management. Such reports compare SingTel's actual performance against the budget, and highlight key business drivers/indicators and major issues that are relevant to SingTel's performance, position and prospects.

For the financial year ended 31 March 2011, SingTel's Group CEO and Group CFO have provided written confirmation to the Board on the integrity of SingTel's financial statements and on SingTel's risk management, compliance and internal control systems. This certification covers SingTel and the subsidiaries which are under SingTel's management control. In line with the SGX Listing Rules, the Board provides a negative assurance statement to shareholders in respect of the interim financial statements, which is supported by a negative assurance statement from the Group CEO and Group CFO.

Internal Audit

SingTel Internal Audit comprises a team of 53 staff members, including the Vice President (Audit) who reports to the Audit Committee functionally and to the Group CEO administratively. SingTel Internal Audit is a member of the Singapore chapter of the Institute of Internal Auditors (IIA) and adopts the International Standards for the Professional Practice of Internal Auditing (the

IIA Standards) laid down in the International Professional Practices Framework issued by the IIA. SingTel Internal Audit successfully completed another external Quality Assurance Review in 2010 and continues to meet or exceed the IIA Standards in all key aspects.

SingTel Internal Audit adopts a risk-based approach in formulating the annual audit plan which aligns its activities to the key risks across the Group's business. This plan is reviewed and approved by the Audit Committee. The reviews performed by SingTel Internal Audit are aimed at assisting the Board in promoting sound risk management and good corporate governance, through assessing the design and operating effectiveness of controls that govern key business processes and risks identified in the overall risk framework of the Group. SingTel Internal Audit's reviews also focus on compliance with SingTel's policies, procedures and regulatory responsibilities, performed in the context of financial and operational, revenue assurance and information systems reviews. SingTel Internal Audit engages closely with Management in its internal consulting and control advisory role to promote effective risk management, internal control and governance practices in the development of new products/services, and implementation of new/enhanced systems and processes. SingTel Internal Audit also collaborates with the internal audit functions of SingTel's regional mobile associates to promote joint reviews and the sharing of knowledge and/or internal audit best practices.

To ensure that the internal audits are performed effectively, SingTel Internal Audit recruits and employs suitably qualified professional staff with the requisite skillsets and experience. SingTel Internal Audit provides training and development opportunities for its staff to ensure their technical knowledge and skillsets remain current and relevant.

External Auditors

The Board is responsible for the initial appointment of external auditors. Shareholders then approve the appointment at SingTel's AGM. The external auditors hold office until their removal or resignation. The Audit Committee assesses the external auditors based on factors such as the performance and quality of their audit and the independence of the auditors, and recommends their appointment to the Board. Pursuant to the requirements of the SGX, an audit partner may only be in charge of a maximum of five consecutive annual audits and may then return after two years. The current Deloitte & Touche LLP audit partner for SingTel was appointed with effect from the financial year ended 31 March 2007 and becomes due for rotation in the financial year commencing from 1 April 2011.

In order to maintain the independence of the external auditors, SingTel has developed policies regarding the type of non-audit services that the external auditors can provide to the SingTel Group and the related approval processes. The Audit

Corporate Governance

Committee has also reviewed the non-audit services provided by the external auditors during the financial year and the fees paid for such services. The Audit Committee is satisfied that the independence of the external auditors has not been impaired by the provision of those services. The external auditors have also provided a confirmation of their independence to the Audit Committee.

Risk Management

The Board has overall responsibility for the oversight of material risks in the Group's business. The FIRC assists the Board in the oversight of the Group's risk profile and policies, effectiveness of the Group's risk management system including the identification and management of significant risks and reports to the Board on material matters, findings and recommendations pertaining to risk management. The Audit Committee provides oversight of the financial reporting risk and the adequacy and effectiveness of the Group's internal control and compliance systems.

The Board has approved a Group Risk Framework for the identification of key risks within the business. This Framework defines 28 categories of risks ranging from environmental, operational and management decision making risks. The Group adopts the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Model and the Australia/New Zealand Risk Management Standard (AS/NZ 4360) as the best practices benchmarks for assessing the soundness of its financial reporting, and the efficiency and effectiveness of its risk management, internal control and compliance systems.

The identification and management of risk is delegated to Management. Management is responsible for the effective implementation of risk management strategy, policies and processes to facilitate the achievement of business plans and goals. The Risk Management Committee, comprising relevant members from the Senior Management team, is responsible for setting the direction of corporate risk management and monitoring the implementation of risk management policies and procedures including the adequacy of the Group's insurance programme. The Risk Management Committee reports to the FIRC on a regular basis.

Communication with Shareholders

SingTel is committed to maintaining high standards of disclosure and corporate transparency. The Investor Relations (IR) team spearheads and facilitates communication efforts with the investment community with an open and non-discriminatory approach. SingTel provides consistent, relevant and timely information regarding the Group's performance, progress and prospects, with the fundamental aim of assisting our shareholders and investors in their investment decision-making.

SingTel keeps shareholders and investors updated of our corporate activities on a timely and consistent basis. We make

timely disclosures on any new material information to SGX and ASX to ensure fair and equal dissemination of information to all investors.

SingTel reports quarterly financial results within six weeks after the end of each quarter. The announcements contain detailed financial disclosures and analyses of key value drivers and metrics for each business. In addition, we also provide guidance on the outlook for each business at the start of each financial year, and update or reiterate the guidance every quarter to accurately reflect prevailing market conditions.

The corporate website is a key source of information for shareholders and the investment community. Investor presentations, annual reports, webcasts of earnings presentations, announcements to SGX and ASX are available on the IR website. The website also hosts other relevant information, including the investor calendar, shareholder meetings, shares and dividend information, factsheets and financial summaries.

SingTel interacts actively with shareholders and investors around the world. Senior Management actively participates in one-on-one meetings, roadshows, conferences and investor events organised by the IR team. For FY10/11, we met with more than 400 investors in over 280 meetings held around the world.

SingTel strongly encourages and support shareholder participation at AGMs. We send out the Notice of the Meeting, together with the meeting agenda and related information a month ahead, providing ample time for shareholders to receive and review the Notice and reply with their attendance. We hold the AGM at a central location with convenient access to public transportation. A registered shareholder who is unable to attend may choose to appoint a proxy to attend and vote on his behalf.

At each AGM, the Group CEO delivers a presentation to update shareholders on the progress we made over the past year. The Directors and Senior Management are in attendance to address queries and concerns about SingTel. SingTel's external auditors are also invited to attend to assist the Directors to address shareholders' queries that are related to the conduct of the audit and the preparation and content of the auditors' reports. The poll voting results (are presented to the audience during the voting process and) are filed with the stock exchanges together with the proxy voting results. Voting in absentia by mail, facsimile, or email is currently not permitted to ensure proper authentication of the identity of shareholders and their voting intent.

SingTel places strong emphasis on shareholder communications. We are recognised for our proactive efforts and transparency by leading financial journals and business organisations.

Securities Transactions

SingTel's Securities Transactions Policy states that Directors and officers of the Group should not deal in SingTel shares during the period commencing two weeks before the announcement of SingTel's financial statements for each of the first three quarters of the financial year, and during the period commencing one month before the announcement of the financial statements for the full financial year, and ending on the date of the announcement of the relevant results. The policy also discourages trading on short term considerations and reminds Directors and officers of their obligations under insider trading laws. Directors and officers of the Group wishing to deal in SingTel shares during a closed period must secure prior written approval of the Chairman (in the case of Directors of SingTel), the Lead Independent Director (in the case of the Chairman) or the Group CEO (in the case of directors of SingTel subsidiaries and Top Management members and persons who are in attendance at Board and Top Management meetings). Requests for written approval must contain a full explanation of the exceptional circumstances and proposed dealing. If approval is granted, trading must be undertaken in accordance with the limits set out in the written approval. Directors are to consult with the Company Secretary/Group CEO before trading in SingTel shares to ensure compliance with securities laws. The Board is kept informed when a Director trades in SingTel securities. A summary of SingTel's Securities Transactions Policy is available in the Corporate Governance section of the SingTel corporate website.

In relation to shares of other companies, Directors are to refrain from trading in shares of SingTel's listed associates when in possession of material price sensitive information relating to such associates. Directors are also to refrain from having any direct or indirect financial interest in SingTel's competitors that might or might appear to create a conflict of interest or affect the decisions Directors make on behalf of SingTel.

Continuous Disclosure

There are formal policies and procedures to ensure that SingTel complies with its disclosure obligations under the listing rules of the SGX and ASX. A Market Disclosure Committee is responsible for SingTel's Market Disclosure Policy. The policy contains guidelines and procedures for internal reporting and decision-making with regard to the disclosure of material information. The Company Secretary manages the policy.

Material Contracts

There are no material contracts entered into by SingTel or any of its subsidiaries that involve the interests of the Group CEO, any Director, or the controlling shareholder, Temasek Holdings (Private) Limited.

Codes of Conduct and Practice

SingTel has a code of internal corporate governance practices, policy statements and standards, as described in this report, and makes this code available to Board members as well as employees of the Group. The processes and standards in the code are intended to enhance investor confidence and rapport, and to ensure that decision-making is properly carried out in the best interests of the Group. The code is reviewed from time to time and updated to reflect changes to the existing systems or the environment in which the Group operates.

SingTel also has a code of conduct that applies to all employees. The code sets out principles to guide employees in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity when dealing with SingTel, its competitors, customers, suppliers and the community. The code of conduct covers areas such as workplace health and safety, conduct in the workplace, business conduct, protection of SingTel's assets, proprietary information and intellectual property, confidentiality, conflict of interest, and non-solicitation of customers and employees. The code is posted on SingTel's internal website and a summarised version is accessible from the SingTel corporate website. Policies and standards are clearly stipulated to guide our people in carrying out their daily tasks.

SingTel has established an escalation process so that the Board of Directors, Senior Management, and internal and external auditors are kept informed of corporate crises in a timely manner, according to their severity. Such crises may include violations of the code of conduct and/or applicable laws and regulations, as well as loss events which have or are expected to have a significant impact, financial or otherwise, on the Group's business and operations.

Corporate Governance

Whistle-Blower Policy

The Group is committed to a high standard of ethical conduct and adopts a zero tolerance approach to fraud. SingTel undertakes to investigate complaints of suspected fraud in an objective manner and has put in place a whistle-blower policy and procedures which provide employees with well-defined and accessible channels within the Group, including a direct channel to SingTel Internal Audit and a whistle-blower hotline service independently managed by an external service provider, for reporting suspected fraud, corruption, dishonest practices or other similar matters. The policy aims to encourage the reporting of such matters in good faith, with the confidence that employees making such reports will be treated fairly and, to the extent possible, protected from reprisal. On an ongoing basis, the whistle-blower policy is covered during staff training and periodic communication to all staff as part of the Group's efforts to promote awareness of fraud control.

REMUNERATION

The broad principles that guide the ERCC in its administration of fees, benefits, remuneration and incentives for the Board of Directors and Senior Management are set out below.

Directors' Fees and Incentives

SingTel's Group CEO is an Executive Director and is therefore remunerated as part of Senior Management. She does not receive Directors' fees.

In the financial year ended 31 March 2011, the Chairman's basic fee was increased to S\$220,000 and the Director's basic fee was increased to S\$110,000 so that the fees payable would be more in line with comparable benchmarks. The fees for non-executive Directors comprised a basic retainer fee, additional fees for appointment to Board Committees, attendance fees for ad hoc Board meetings, and a travel allowance for Directors who were required to travel out of their country or city of residence to attend Board meetings and Board Committee meetings which did not coincide with Board meetings. There are no retirement benefit schemes or share-based compensation schemes in place for non-executive Directors. The framework for determining non-executive Directors' fees was as follows:

Basic Retainer Fee

Board chairman	S\$220,000 per annum
Director	S\$110,000 per annum

Fee for Appointment to Audit Committee

Committee chairman	S\$50,000 per annum
Committee member	S\$35,000 per annum

Fee for Appointment to any other Board Committee

Committee chairman	S\$35,000 per annum
Committee member	S\$25,000 per annum

Attendance Fee per Ad Hoc Board Meeting

S\$2,000

Travel Allowance for Board Meetings and Board Committee Meetings which do not coincide with Board Meetings (per day of travel required to attend meeting)

S\$3,000

The proposed framework for Directors' fees for the financial year ending 31 March 2012 is the same as that for the financial year ended 31 March 2011 except that, in view of the expansion of the terms of reference of the FIRC to include advisory support on strategic issues for the SingTel Group as a whole, it is proposed that the fees for the FIRC be increased from S\$35,000 to S\$50,000 for the chairman and from S\$25,000 to S\$35,000 for each member.

Remuneration of Directors

The aggregate compensation paid to or accrued to SingTel Directors for services in all capacities for the financial year ended 31 March 2011 is set out in the table below:

Name of Director	Fixed Component (S\$) ⁽¹⁾	Variable Component (S\$) ⁽²⁾	Provident Fund (S\$) ⁽³⁾	Benefits (S\$) ⁽⁴⁾	Directors' Fees (S\$) ⁽⁷⁾	Total (S\$)
Chumpol NaLamlieng	-	-	-	-	300,000	300,000
Graham John Bradley AM	-	-	-	-	195,373	195,373
Chua Sock Koong ⁽⁵⁾⁽⁶⁾	1,475,000	2,950,000	8,215	74,115	-	4,507,330
Fang Ai Lian	-	-	-	-	179,801	179,801
Dominic Chiu Fai Ho	-	-	-	-	196,000	196,000
Simon Israel ⁽⁸⁾	-	-	-	-	183,787	183,787
Low Check Kian ⁽⁹⁾	-	-	-	-	-	-
Peter Edward Mason AM ⁽¹⁰⁾	-	-	-	-	110,444	110,444
Kaikhushru Shiavax Nargolwala	-	-	-	-	194,000	194,000
Peter Ong Boon Kwee ⁽¹¹⁾	-	-	-	-	104,167	104,167
Ong Peng Tsin	-	-	-	-	177,801	177,801
Nicky Tan Ng Kuang	-	-	-	-	179,000	179,000
Heng Swee Keat ⁽¹²⁾	-	-	-	-	52,903	52,903
John Powell Morschel ⁽¹²⁾	-	-	-	-	68,209	68,209
Deepak S Parekh ⁽¹²⁾	-	-	-	-	50,637	50,637

Notes:

⁽¹⁾ Fixed Component refers to base salary and Annual Wage Supplement earned for the year ended 31 March 2011.

⁽²⁾ Variable Component refers to cash bonuses awarded for performance for the year ended 31 March 2011.

⁽³⁾ Provident Fund represents payments in respect of company statutory contributions to the Singapore Central Provident Fund.

⁽⁴⁾ Benefits are stated on the basis of direct costs to the company, and include car benefits, flexible benefits and other non-cash benefits such as medical cover and club membership.

⁽⁵⁾ In addition to the total remuneration above, long term incentives in the form of performance share awards under the SingTel Performance Share Plan were granted to Ms Chua on 2 June 2011 for performance for the year ended 31 March 2011. She received the General Award (GA) and the Senior Management Award (SMA) based on fair values of S\$1.664 and S\$1.930 per share respectively. The fair values of performance share awards granted to her are S\$1,685,714 for GA and S\$1,264,286 for SMA. The vesting criteria for the performance share awards are detailed on pages 69-70.

⁽⁶⁾ In respect of the performance shares earlier granted in 2008 to Ms Chua, 83,823 or 12.5% of the 670,584 shares under the GA (fair value of S\$1.994 per share) vested on 1 June 2011. The remaining 586,761 shares under the GA have lapsed unvested. 452,880 shares under the SMA grant (fair value of S\$2.214 per share) have lapsed unvested.

⁽⁷⁾ Directors' Fees are paid on a half-yearly basis in arrears.

⁽⁸⁾ Fees are payable to Mr Simon Israel's employer.

⁽⁹⁾ Appointed to the Board on 9 May 2011.

⁽¹⁰⁾ Appointed to the Board on 21 September 2010.

⁽¹¹⁾ Appointed to the Board on 1 September 2010. Fees for public sector Director are payable to government agencies.

⁽¹²⁾ Retired following the conclusion of the AGM held on 30 July 2010.

No employee of the Group who is an immediate family member of a Director was paid remuneration that exceeded S\$150,000 during the financial year ended 31 March 2011.

Corporate Governance

No Director decides his own fees. Directors' fees are recommended by the ERCC and are submitted for endorsement by the Board. Directors' fees are subject to the approval of shareholders at the AGM. SingTel seeks shareholders' approval for Directors' fees for the current financial year so that Directors' fees can be paid on a half-yearly basis in arrears for that year.

In order to align Directors' interests with that of shareholders, Directors are encouraged to acquire SingTel shares each year from the open market to the extent of one-third of their fees until they hold the equivalent of one year's fees in shares, and to continue to hold the equivalent of one year's fees in shares while they remain on the Board. Directors who were previously eligible for applicable share option schemes are encouraged to hold, beyond the vesting period, any shares acquired by the exercise of share options under those schemes.

Remuneration for Executive Director and Senior Management

The ERCC recognises that the Group operates in a regional environment. To remain competitive, the ERCC has established the following objectives for its remuneration policy:

- To align the interests of Senior Management with those of shareholders;
- To attract, motivate and retain high-performing executives, which is necessary to sustain SingTel as a leading multimedia and ICT solutions provider in Asia Pacific;
- To achieve Business and People targets; and
- To be locally focused and competitive in each of the relevant employment markets.

The ERCC reviews remuneration through a process that considers Group, company, business unit and individual performance, relevant comparative remuneration in the market and, where required, feedback from independent external advisors on human resource management and reward and benefit policies. The performance evaluations for the executive Director and Senior Management have been conducted for the financial year in accordance with the above considerations.

In line with market practice, SingTel may, under special circumstances, compensate Senior Management for their past contributions when their services are no longer needed; for example, due to redundancies arising from reorganisation or restructuring of the Group.

Remuneration Components

The remuneration structure for Senior Management comprises five components – fixed component, variable component, provident/superannuation fund, benefits and long term incentives. The structure is designed such that the percentage of the variable component of Senior Management's remuneration increases as they move up the organisation. The variable component also depends on the actual achievement of corporate targets and individual performance objectives. The cost and value of the remuneration components are considered as a whole and are designed to strike a balance between linking rewards to short term and long term objectives, and maintaining competitiveness with market practice.

• Fixed Component

The base salary should fall within the mid-range of what is paid by comparable companies in relevant employment markets for similar jobs, but may vary with responsibilities, performance, skills and the experience that the individual brings to the role.

In Australia, consistent with local market practice, executives may opt for a portion of their salaries to be received in tax-effective benefits-in-kind, such as superannuation contributions and motor vehicles, while maintaining the same overall cost to the company.

• Variable Component

Variable bonus payouts are based on actual achievement against Group, company, business unit and individual performance objectives. Although the performance objectives are different for each executive, they are assessed on the same principles across two broad categories of targets: Business and People. Business targets comprise financials, strategy, customer and business processes. People targets comprise leadership competencies, core values, people development and staff engagement. In addition, the executives are assessed on teamwork and collaboration across the Group. The performance objectives are reviewed at the commencement of each financial year to ensure that the objectives contribute to the overall strategic, financial and operational goals of the Group.

Individual bonus payouts are linked by way of performance indicators and scorecards to the areas mentioned above. The ERCC assesses the extent to which the performance objectives have been achieved and proposes the payouts for the Group CEO, CEOs and Group CFO for the Board's approval. The ERCC also approves the variable bonus payouts for the other Senior Management. For executives who exceed their performance objectives, the aggregate of base salary and variable bonus should fall within the upper range of what is paid by comparable companies. To ensure that the remuneration of Senior Management is consistent with these levels, the ERCC benchmarks remuneration components against those of comparable companies.

- **Provident/Superannuation Fund**

This component is made up of SingTel's contributions towards the Singapore Central Provident Fund or the Optus Superannuation Fund or any other chosen fund, as applicable.

- **Benefits**

SingTel provides benefits consistent with local market practice, such as an in-company medical scheme, club membership, employee discounts and other benefits that may incur Australian Fringe Benefits Tax, where applicable. Participation in such benefits is dependent on the country in which the executive is located. For expatriates located away from home, additional benefits such as accommodation, children's education and tax equalisation may be provided.

- **Long Term Incentives**

Long term incentives are provisionally allocated or granted to Senior Management for performance for the year ended 31 March 2011.

For long term incentives granted under the SingTel Performance Share Plan (Share Plan), as in past years, two categories of awards are made at the discretion of the ERCC – General Awards for eligible staff at Executive and higher grades, and Senior Management Awards for eligible Senior Management staff. They are made with reference to the desired total remuneration target benchmarked against comparable companies in the market. The number of performance shares awarded is determined using the valuation (of the shares) based on a Monte-Carlo simulation. The final number of performance shares vested to the recipient will depend on the level of achievement of targets set over a three-year period.

The vesting criteria for the General Award for 2011 are similar to the corresponding criteria adopted for awards made under the Share Plan since 2004. The vesting for half (50 per cent) of the General Award granted to an employee will be based on the Group's Total Shareholders' Return (TSR) relative to that of the component stocks in the MSCI Asia Pacific Telecommunications Index (the Index) over the three-year performance period from 1 April 2011 to 31 March 2014. In view of changing market conditions, the vesting schedule has been refined to better align with market practices:

- If SingTel Group's TSR is ranked at or above the 75th percentile of the TSR of the component stocks in the Index, 100 per cent of the shares under this tranche will vest.
- If SingTel Group's TSR is ranked at or above the 25th percentile but below the 75th percentile of the TSR of the component stocks in the Index, the percentage of the shares under this tranche that will vest will vary.
- If SingTel Group's TSR is ranked below the 25th percentile of the TSR of the component stocks in the Index, none of the shares under this tranche will vest.

Corporate Governance

The remaining tranche (50 per cent) of the General Award will be subject to SingTel Group's TSR measured against the Index (as opposed to individual component stocks) over the performance period from 1 April 2011 to 31 March 2014. As with the TSR percentile ranking measure, the vesting schedule has been refined to better align with market practice:

- If SingTel Group's TSR is at or exceeds 5 per cent that of the Index, 100 per cent of the shares under this tranche will vest.
- If SingTel Group's TSR is minus 5 per cent or more but less than 5 per cent that of the Index, the percentage of the shares under this tranche that will vest will vary.
- If SingTel Group's TSR is less than minus 5 per cent that of the Index, none of the shares under this tranche will vest.

For the 2011 Senior Management Award, vesting will take place if the following criteria are met:

- **Vesting of the General Award**

There must be vesting of the 2011 General Award before the 2011 Senior Management Award can vest. This will strengthen the alignment of interests of Senior Management with those of other executives. This criterion was also adopted for the Senior Management Awards from 2004 to 2010.

- **Economic Profit (EP)**

To further strengthen the alignment of Senior Management with shareholder value creation, EP (measured as profits, net of tax, and after deducting cost of invested capital) is the second criterion under the Senior Management Award.

Under this criterion, performance shares will vest, although subject always to the vesting of the General Award, according to the cumulative EP achieved against targets over the 3-year performance period as follows:

- Where EP is at or greater than 100 per cent of target, 100 per cent of the performance shares will vest.
- Where EP is between 75 per cent to 100 per cent of target, between 50 per cent and 100 per cent of the performance shares will vest.
- Where EP is at or more than 50 per cent but less than 75 per cent of target, 20 per cent of the performance shares will vest.
- Where EP is more than 0 per cent but less than 50 per cent of target, 10 per cent of the performance shares will vest.
- Where there is no EP achievement, no performance shares will vest.

Details of the performance shares granted under the Share Plan during the financial year are set out in the financial statements under the 'Directors' Report'.

SingTel employees are prohibited from entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under SingTel's equity-based remuneration schemes.

Remuneration of Senior Management

The aggregate compensation paid to or accrued to the five top-earning key executives for the financial year ended 31 March 2011 is set out in the table below:

Name of Senior Executive	Fixed Component ⁽¹⁾	Variable Component ⁽²⁾	Provident/ Superannuation Fund ⁽³⁾	Benefits ⁽⁴⁾	Total ⁽⁵⁾
The following are in alphabetical order:					
Bill Chang EVP (Business) SingTel	S\$532,000	S\$800,000	S\$11,275	S\$56,194	S\$1,399,469
Hui Weng Cheong ⁽⁶⁾ CEO (International) SingTel	S\$465,000	S\$850,000	S\$5,926	S\$276,090	S\$1,597,016
Allen Lew CEO (Singapore) SingTel	S\$980,000	S\$2,150,000	S\$6,196	S\$63,187	S\$3,199,383
Jeann Low ⁽⁷⁾ Group CFO SingTel	S\$620,000	S\$950,000	S\$10,735	S\$126,078	S\$1,706,813
Paul O'Sullivan ⁽⁸⁾ CEO (SingTel Optus)	A\$1,080,000	A\$1,651,376	A\$250,324	A\$59,586	A\$3,041,286

Notes:

- ⁽¹⁾ Fixed Component refers to base salary and Annual Wage Supplement (if applicable) earned for the year ended 31 March 2011.
- ⁽²⁾ Variable Component refers to cash bonuses awarded for performance for the year ended 31 March 2011.
- ⁽³⁾ Provident Fund in Singapore represents payments in respect of company statutory contributions to the Singapore Central Provident Fund. Superannuation Fund in Australia represents payments in respect of the superannuation guarantee levy to the superannuation scheme. Any contributions made by an individual may be salary sacrificed, and are part of the fixed component.
- ⁽⁴⁾ Benefits are stated on the basis of direct costs to the company, and include overseas assignment benefits, tax equalisation, car benefits, flexible benefits and other non-cash benefits such as medical cover, club membership and Australia Fringe Benefits Tax, where applicable.
- ⁽⁵⁾ In addition to the total remuneration above, long term incentives in the form of performance share awards under the SingTel Performance Share Plan were granted to Senior Management on 2 June 2011 for performance for the year ended 31 March 2011. The Senior Management received the General Award (GA) and the Senior Management Award (SMA) based on fair values of S\$1.664 (A\$1.275) and S\$1.930 (A\$1.479) per share respectively. The vesting criteria for the performance share awards are detailed on pages 69-70. The fair values of performance share awards granted to the following Senior Management are:
- Bill Chang: GA of S\$400,000 and SMA of S\$300,000
 - Hui Weng Cheong: GA of S\$485,714 and SMA of S\$364,286
 - Allen Lew: GA of S\$1,171,429 and SMA of S\$878,571
 - Jeann Low: GA of S\$542,857 and SMA of S\$407,143
 - Paul O'Sullivan: GA of A\$1,142,857 and SMA of A\$857,143
- ⁽⁶⁾ Mr Hui Weng Cheong was seconded to Advanced Info Service, Thailand on expatriate terms including tax equalisation benefits, till 30 September 2010. He was awarded performance shares (GA) equivalent to S\$300,000 in fair value at the point he assumed the position of CEO (International).
- ⁽⁷⁾ Benefits for Ms Jeann Low include tax equalisation in relation to her past secondment to Optus, Australia.
- ⁽⁸⁾ Mr Paul O'Sullivan is based in Australia and remunerated in Australian dollars.