

# CREDIT BUREAU ASIA LIMITED

(Company Registration No: 201909251G)

(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Credit Bureau Asia Limited (the "**Company**") will be held by way of electronic means on Monday, 26 April 2021 at 9.00 a.m. to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Directors' Statement and Independent Auditor's Report thereon. **(Resolution 1)**

2. To approve the Directors' fees of S\$20,109.29 for the financial year ended 31 December 2020.  
[See Explanatory Note 1] **(Resolution 2)**

3. To approve the Directors' fees of S\$160,000.00 for the financial year ending 31 December 2021.  
[See Explanatory Note 2] **(Resolution 3)**

4. To re-elect the following Director retiring by rotation pursuant to Regulation 94 of the Company's Constitution:

(i) Mr Koo Chiang [See Explanatory Note 3] **(Resolution 4)**

Mr Koo Chiang will, upon re-election as Director of the Company, remain as the Executive Chairman and Chief Executive Officer of the Company.

5. To re-elect the following Directors retiring pursuant to Regulation 100 of the Company's Constitution:

(i) Mr Chua Kee Lock [See Explanatory Note 4] **(Resolution 5)**

(ii) Mr Low Seow Juan [See Explanatory Note 5] **(Resolution 6)**

(iii) Mr Tan Hup Foi @ Tan Hup Hoi [See Explanatory Note 6] **(Resolution 7)**

Mr Chua Kee Lock will, upon re-election as Director of the Company, remain as the Lead Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Low Seow Juan will, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Tan Hup Foi @ Tan Hup Hoi will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

6. To re-appoint Deloitte & Touche LLP as auditor of the Company to hold office until the next Annual General Meeting of the Company and to authorize the Directors to fix their remuneration. **(Resolution 8)**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

## **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions, of which Resolutions 9, 10 and 11 will be proposed as ordinary resolutions, with or without modifications:

## **ORDINARY RESOLUTIONS**

### **8. Authority to allot and issue shares**

- (a) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company at any time and upon such terms and for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit, to:
  - (i) allot and issue shares of the Company whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares; and/or
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:

- (1) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a *pro rata* basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company. Unless prior shareholder approval is required under the Listing Manual, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings is based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and

(b) any subsequent bonus issue, consolidation or subdivision of the Company's shares;

and

(2) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. *[See Explanatory Note 7] (Resolution 9)*

9. **Authority to offer and grant options and to allot and issue shares under the Credit Bureau Asia Employee Share Option Scheme**

That authority be and is hereby given to the Directors of the Company to:

(a) offer and grant options in accordance with the provisions of the Credit Bureau Asia Employee Share Option Scheme (the "**Scheme**"); and

(b) allot and issue from time to time such number of fully-paid ordinary shares of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Scheme,

provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the Scheme and the Credit Bureau Asia Performance Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the Scheme.

*[See Explanatory Note 8] (Resolution 10)*

10. **Authority to offer and grant awards and allot and issue shares under the Credit Bureau Asia Performance Share Plan**

That authority be and is hereby given to the Directors of the Company to:

(a) offer and grant awards in accordance with the provisions of the Credit Bureau Asia Performance Share Plan (the "**PSP**"); and

(b) allot and issue from time to time such number of fully-paid ordinary shares of the Company as may be required to be issued pursuant to the vesting of awards granted under the PSP,

provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the PSP and the Credit Bureau Asia Employee Share Option Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the PSP.

[See Explanatory Note 9] **(Resolution 11)**

BY ORDER OF THE BOARD

**Lee Bee Fong (Ms)**

Company Secretary

Singapore, 9 April 2021

### **Explanatory Notes:**

1. The ordinary resolution proposed in item 2 above is to seek approval for the payment of Directors' fees for the financial year ended 31 December 2020.

The amount of the Directors' fees has been computed based on the current fees structure (pro-rated) reported in the Corporate Governance Report section of the Company's Annual Report 2020.

2. The ordinary resolution proposed in item 3 above is to seek approval for the payment of Directors' fees for the financial year ending 31 December 2021.

The amount of the Directors' fees has been computed based on the current fees structure reported in the Corporate Governance Report section of the Company's Annual Report 2020.

3. In relation to the ordinary resolution proposed in item 4(i) above, Mr Koo Chiang is the Executive Chairman, Chief Executive Officer and controlling shareholder of the Company. Apart from that, there is no relationship (including immediate family relationships) between Mr Koo Chiang and the other Directors and the Company or its substantial shareholder and the detailed information on Mr Koo Chiang is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2020.

4. In relation to the ordinary resolution proposed in item 5(i) above, there is no relationship (including immediate family relationships) between Mr Chua Kee Lock and the other Directors and the Company or its substantial shareholder and detailed information on Mr Chua Kee Lock is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2020.

5. In relation to the ordinary resolution proposed in item 5(ii) above, there is no relationship (including immediate family relationships) between Mr Low Seow Juan and the other Directors and the Company or its substantial shareholder and detailed information on Mr Low Seow Juan is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2020.

6. In relation to the ordinary resolution proposed in item 5(iii) above, there is no relationship (including immediate family relationships) between Mr Tan Hup Foi @ Tan Hup Hoi and the other Directors and the Company or its substantial shareholder and detailed information on Mr Tan Hup Foi @ Tan Hup Hoi is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2020.
7. The ordinary resolution proposed in item 8 above is to authorise the Directors of the Company from the date of the Meeting until the next Annual General Meeting to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the total number of shares (including shares to be issued in pursuance of instruments made or granted) issued other than on a *pro rata* basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Listing Manual of the Singapore Exchange Securities Trading Limited currently provides that the total number of issued shares excluding treasury shares and subsidiary holdings of the Company for this purpose shall be the total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
8. The ordinary resolution proposed in item 9 above, if passed, will empower the Directors of the Company to offer and grant options under the Credit Bureau Asia Employee Share Option Scheme ("**the Scheme**") in accordance with and pursuant to the rules of the Scheme and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted and issued pursuant to the exercise of such options under the Scheme, provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including treasury shares) delivered and/or to be delivered, pursuant to options granted under the Scheme and awards granted under the Credit Bureau Asia Performance Share Plan (the "**PSP**") shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
9. The ordinary resolution proposed in item 10 above, if passed, will empower the Directors of the Company to offer and grant awards under the PSP in accordance with and pursuant to the rules of the PSP and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted and issued pursuant to the vesting of such awards under the PSP, provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including treasury shares) delivered and/or to be delivered, pursuant to awards granted under the PSP and options granted under the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

## Notes:

1. The AGM is being convened and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of this Notice of AGM, the Company's Annual Report 2020 and Proxy Form will not be despatched to members. Instead, this Notice of AGM, the Company's Annual Report 2020 and Proxy Form will be made available via publication on the Company's website at the URL <https://www.creditbureauasia.com> and on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM of the Company to be held on Monday, 26 April 2021 at 9.00 a.m. are set out in the Company's announcement dated 9 April 2021 (the "**Announcement**"), which has been uploaded together with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day. The Announcement may also be accessed at the URL <https://www.creditbureauasia.com>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM.

In particular, the AGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the AGM through a "live" webcast ("**LIVE WEBCAST**") via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**") via telephone. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 9.00 a.m. on 23 April 2021, by email to [agm@creditbureauasia.com](mailto:agm@creditbureauasia.com). Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the AGM by 9.00 a.m. on 25 April 2021.

A member of the Company who registers to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 9.00 a.m. on 19 April 2021 via the following:

- (a) post to the Registered Office of the Company at 6 Shenton Way, #17-10, Singapore 068809; or
- (b) email to [agm@creditbureauasia.com](mailto:agm@creditbureauasia.com).

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM and publish its response on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <https://www.creditbureauasia.com>. Where substantial and relevant questions are unable to be answered prior to the AGM, the Company will address them at the AGM.

3. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM physically. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if sent personally or by post, be lodged at the Registered Office of the Company at 6 Shenton Way, #17-10, Singapore 068809; or
  - (b) if submitted by email, be received by the Company at [agm@creditbureauasia.com](mailto:agm@creditbureauasia.com),

in either case, by 9.00 a.m. on 23 April 2021 being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorized in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares, to submit their votes at least seven (7) working days before the time appointed for the holding of the AGM (ie. by 9.00 a.m. on 15 April 2021).

### **Personal data privacy:**

By submitting (a) a proxy form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, or (b) Shareholder particulars for pre-registration to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM or the Announcement, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of pre-registration for participation at the AGM for purpose of granting access to Shareholders to the LIVE WEBCAST or AUDIO ONLY MEANS and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM. Accordingly, the personal data of a member (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.