

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of CSE Global Limited (“the Company”) will be convened and held by way of electronic means on Wednesday, 20 April 2022 at 2.30 p.m. (Singapore time, via “live” audio-visual webcast or “live” audio-only feed) for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2021 together with the Auditors’ Report thereon.
- To declare a final (one-tier tax exempt) dividend of 1.5 Singapore cents per ordinary share for the year ended 31 December 2021 (2020: A final dividend (one-tier tax exempt) of 1.5 Singapore cents per ordinary share).

(Resolution 1)

(Resolution 2)

- 3(a). To re-elect the following Directors of the Company retiring pursuant to Regulation 91 of the Company’s Constitution:

(i) Mr Lim Boon Kheng	[Retiring under Regulation 91]	(Resolution 3)
(ii) Dr Lee Kong Ting	[Retiring under Regulation 91]	(Resolution 4)
(iii) Mr Tan Chian Khong	[Retiring under Regulation 91]	(Resolution 5)

 [See Explanatory Note (i)]
- 3(b). To note the retirement of Mr Tan Hien Meng, pursuant to Regulation 91 of the Constitution of the Company, at the conclusion of this Annual General Meeting.
[See Explanatory Note (iii)]
4. To approve the payment of Directors’ fees of S\$536,930 for the year ended 31 December 2021 (2020: S\$523,161).
[See Explanatory Note (iii)]

(Resolution 6)

5. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

(Resolution 7)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. Authority to issue shares

That pursuant to Section 161 of Companies Act 1967 (the “Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (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,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from the exercise of share options or vesting of share awards, provided the options and awards were granted in compliance with the Listing Manual; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares,
 provided such adjustments in sub-paragraphs (2)(a) and (b) above are made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)]

(Resolution 8)

8. Proposed renewal of Share Purchase Mandate

- (a) for the purposes of Sections 76C and 76E of Companies Act 1967 (the “Companies Act”), the exercise by the Directors of all the powers of the Company to purchase or acquire Shares not exceeding in aggregate the Prescribed Limit (defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (defined below), whether by way of:
 - (i) on-market purchases transacted on the SGX-ST through the SGX-ST trading system or, as the case may be, any other securities exchange on which the Shares may, for the time being, be listed and quoted (“On-Market Share Purchase”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act, which scheme(s) shall satisfy all conditions prescribed by the Companies Act and the Listing Manual (“Off-Market Share Purchases”);
 and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (“Share Purchase Mandate”);

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution relating to the Share Purchase Mandate and expiring on:
 - (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, whichever is earlier;
 - (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting; or
 - (iii) the date on which the Share Purchase is carried out to the full extent mandated, whichever is the earliest;

- (c) in this resolution relating to the Share Purchase Mandate:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day on which the purchase or acquisition of Shares was made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs during the relevant five (5) Market Days and the day on which the purchases are made;

- “day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- “Market Day” means a day on which the SGX-ST is open for trading in securities;

- “Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price; and
 - (ii) in the case of an Off-Market Share Purchase pursuant to an equal access scheme, 120% of the Average Closing Price;

- “Prescribed Limit” means that number of Shares representing not more than five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed in relation to the Share Purchase Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

- “Relevant Period” means the period commencing from the date of the resolution passed in relation to the Share Purchase Mandate and expiring on the date on which the next Annual General Meeting of the Company is or is required by law to be held, whichever is earlier;

- (d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company; either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and

- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated authorised by this resolution relating to the Share Purchase Mandate.
[See Explanatory Note (v)]

(Resolution 9)

By Order of the Board

Chester Leong
Company Secretary
Singapore, 5 April 2022

Explanatory Notes:

- (i) Resolutions 3, 4, and 5 – Detailed information about Directors of the Company can be found in the “Board of Directors” section of the Company’s Annual Report, including their current directorships in other listed companies and other principal commitments held. Please also refer to the section titled “Additional Information on Directors Seeking Election/Re-Election” appended to this Notice of Annual General Meeting for additional information on the retiring Directors.

Mr Lim Boon Kheng will, upon re-election as a Director of the Company, remain as a member of the Investment Committee.

Dr Lee Kong Ting will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk and Compensation Committees, and will be considered independent.

Mr Tan Chian Khong will, upon re-election as a Director of the Company, remain as the Chairman of the Audit and Risk Committee and a member of the Nominating Committee, and will be considered independent.
- (ii) Mr Tan Hien Meng, upon his retirement as a Director of the Company, will also cease to be a member of the Audit and Risk Committee.
- (iii) Resolution 6 is to facilitate the payment of Directors’ Fees to Non-Executive Directors for the financial year ended 31 December 2021. The amount is computed based on the Director’s fees framework as disclosed on page 40 in the Corporate Governance Report.
- (iv) Resolution 8, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from (a) the conversion or exercise of any convertible securities; (b) share options or vesting of share awards, provided the options and awards were granted in compliance with the Listing Manual; and (c) any subsequent bonus issue, consolidation or subdivision of shares, provided such adjustments in sub-paragraphs (a) and (b) above are made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution.
- (v) Resolution 9, if passed, will empower the Directors, from the date of this Annual General Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, unless such authority is varied or revoked by the Company in general meeting, to purchase or acquire Shares up to the Prescribed Limit, at prices up to but not exceeding the Maximum Price, as at the date of the passing of this Ordinary Resolution. The source of funds to be used for the purchase or acquisition of Shares including the amount of financing and its impact on the Company’s financial position are set out in Sections 2.6 and 2.7 of the Appendix dated 5 April 2022.

Important Notes:

1. Pre-Registration:

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. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the Company’s announcement dated 5 April 2022 which has been uploaded together with this Notice of AGM on SGXNet and the Company’s website on the same day. The announcement and this Notice of AGM may also be accessed at the URL http://cseglobal.listedcompany.com/aggm_egm.html.

A member will be able to participate at the AGM by watching the AGM proceedings via a “live” audio-visual webcast via mobile phones, tablets or computers or listening to the proceedings through a “live” audio-only feed via telephone. In order to do so, a member must pre-register by **2.30 p.m. on 17 April 2022 (“Pre-Registration Deadline”)**, at the URL <http://www.cse-global.com/aggm2022> for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the “live” audio-visual webcast and “live” audio-only feed of the proceedings of the AGM (“Confirmation Email”) by **12.00 p.m. (noon) on 19 April 2022**.

Members who do not receive the Confirmation Email by **12.00 p.m. (noon) on 19 April 2022**, but have registered by Pre-Registration Deadline, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at +65 62309586 or +65 62309580, or srs.teamd@boardroomlimited.com.

Investors who hold their Shares through relevant intermediaries (as defined in Section 81SF of the Securities and Futures Act 2001) and wish to watch the “live” audio-visual webcast or listen to the “live” audio-only feed of the AGM must approach their respective depository agents to pre-register by **5.00 p.m. on 7 April 2022** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

2. Submission of Questions:

A member who pre-registers to watch the “live” audio-visual webcast or listen to the “live” audio-only feed 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 **5.00 pm on 12 April 2022 (“Question Submission Deadline”)**:

- (a) via the pre-registration website at the URL <http://www.cse-global.com/aggm2022>;
- (b) in hard copy by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (c) by email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamd@boardroomlimited.com.

The Company will release the announcement on the responses to the questions submitted by shareholders via SGXNet and on our corporate website **after market closes on 14 April 2022**.

3. Submission of Proxy Form:

A member will not be able to vote through the “live” audio-visual webcast or “live” audio-only feed and voting is only through submission of proxy form. If a member (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 vote on his/her/its behalf at the AGM. The proxy form for the AGM can be accessed at the Company’s website at the URL http://cseglobal.listedcompany.com/aggm_egm.html, and is made available with this Notice of AGM on SGXNet on the same day.

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **5.00 p.m. on 7 April 2022** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **2.30 p.m. on 17 April 2022**.

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as a proxy, need not be a member of the Company.

The instrument appointing the Chairman of the Meeting as proxy (“Proxy Form”) must be submitted to the Company in the following manner:

- (a) if in hard copy by post, be lodged at Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if by email, be received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamd@boardroomlimited.com.

in either case, no later than **2.30 p.m. on 17 April 2022** (the “Proxy Deadline”).

A member who wishes to submit an instrument of proxy must first **download, complete and sign the Proxy Form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures, members are strongly encouraged to submit completed Proxy Forms electronically via email.

The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) (such as in the case where the appointor submits more than one Proxy Form).

In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member is not shown to have Shares entered against his/her/ its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

4. Annual Report and other documents

The Annual Report for the financial year ended 31 December 2021 (“FY2021 Annual Report”) made available on 5 April 2022 can be accessed via SGXNet and the Company’s website at the URL <http://cseglobal.listedcompany.com/ar.html>.

The following documents are also made available to members on 5 April 2022 together with this Notice of AGM via SGXNet and the Company’s website at the URL http://cseglobal.listedcompany.com/aggm_egm.html/year/-1:

- (a) Appendix to the Notice of AGM dated 5 April 2022 in relation to the Proposed Renewal of the Share Purchase Mandate;
- (b) AGM Proxy Form; and
- (c) Request form for printed copy of the FY2021 Annual Report

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service provider) to comply with any applicable laws, listing rules, regulations and/or guidelines.

ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(6) OF THE LISTING MANUAL OF THE SGX-ST ON DIRECTORS SEEKING FOR RE-ELECTION

Mr Lim Boon Kheng, Dr Lee Kong Ting and Mr Tan Chian Khong are the retiring Directors who are seeking re-election at the forthcoming Annual General Meeting to be convened on 20 April 2022 under Ordinary Resolutions 3 to 5. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, the information relating to the Directors, in accordance with Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below.,

	Lim Boon Kheng	Dr. Lee Kong Ting	Tan Chian Khong
Date of Appointment	13 August 2013	1 February 2017	19 February 2019
Date of last re-appointment (if applicable)	18 April 2019	27 May 2020	18 April 2019
Age	55	74	65
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this re-appointment	The Board has considered the Nominating Committee's recommendation and assessment of Mr Lim Boon Kheng's qualifications, experience and commitment in the discharge of his duties as a Group Managing Director, inter alia and is satisfied that he will continue to contribute to the Board.	The Board has considered the Nominating Committee's recommendation and assessment of Dr Lee Kong Ting's independence and commitment in the discharge of his duties as a Director, inter alia and is satisfied that he will continue to contribute to the Board.	The Board has considered the Nominating Committee's recommendation and assessment of Mr Tan Chian Khong's independence and commitment in the discharge of his duties as a Director, inter alia and is satisfied that he will continue to contribute to the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director; and Group Managing Director/ Chief Executive Officer	Independent Director, Member of Audit and Risk Committee and Compensation Committee	Independent Director, Chairman of Audit and Risk Committee, and Member of Nominating Committee
Professional qualifications	Please refer to the section of the Company's Annual Report titled "Board of Directors" for further details.		
Working experience and occupation(s) during the past 10 years			
Shareholding interest in the listed issuer and its subsidiaries	Direct Interest: 4,406,192 shares Deemed Interest: 8,772,500 shares	Nil	Deemed Interest: 50,000 shares

ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(6) OF THE LISTING MANUAL OF THE SGX-ST ON DIRECTORS SEEKING FOR RE-ELECTION

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 under Rule 720(1) has been submitted to the listed issuer – Yes / No	Yes	Yes	Yes
Other Principal Commitments including Directorships Past (for the last 5 years) Present	Please refer to the section of the Company's Annual Report titled "Board of Directors" for further details.		
Responses to questions (a) to (k) under Appendix 7.4.1 of the SGX Listing Manual	Negative Confirmation for each of Mr Lim Boon Kheng, Dr Lee Kong Ting and Mr Tan Chian Khong.		