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NOTICE OF 23<sup>RD</sup> ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN that the 23<sup>rd</sup> Annual General Meeting (“AGM” or the “Meeting”) of CSC Holdings Limited (the “Company”) will be held by way of electronic means on Thursday, 27 August 2020 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 March 2020 together with the Auditors’ Report thereon.  
(Resolution 1)
2. To re-elect Dr Leong Horn Kee, retiring pursuant to Regulation 104 of the Constitution of the Company and who, being eligible, offers himself for re-election.  
(Resolution 2)

Note: Dr Leong Horn Kee will, upon re-election as a Non-Executive Director of the Company remain as the Chairman of the Board, member of the Audit Committee, Remuneration Committee and Nomination Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

[See Explanatory Note (i)]

3. To re-elect Mr Tan Hup Foi @ Tan Hup Hoi (“Mr Tan”), retiring by rotation pursuant to Regulation 104 of the Constitution of the Company and who, being eligible, offers himself for re-election.  
(Resolution 3)

[See Explanatory Note (i)]

4. That, subject to and contingent upon the passing of Resolution 3 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM and the passing of Resolution 5 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the directors and the chief executive officer (“CEO”) of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST): (a) the continued appointment of Mr Tan, as an independent director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Tan as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.  
(Resolution 4)

[See Explanatory Note (ii)]

5. That, subject to and contingent upon the passing of Resolution 3: (a) the continued appointment of Mr Tan, as an independent director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Tan as a director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution, provided that this Resolution shall only be proposed and voted upon if Resolution 4 is passed by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM.

**(Resolution 5)**

[See Explanatory Note (ii)]

Note: Mr Tan will, upon re-election as an Independent Director of the Company remain as the Chairman of the Nominating Committee, Chairman of the Remuneration Committee and member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

6. To re-appoint Messrs KPMG LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 6)

7. To approve the payment of Directors' Fees of up to \$329,000 for the year ending 31 March 2021.

(Resolution 7)

[See Explanatory Note (iii)]

8. To transact any other ordinary business which may properly be transacted at an AGM.

#### AS SPECIAL BUSINESS

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

9. Authority to issue shares

"That pursuant to Section 161 of 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:-

- (a) (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 Instrument 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 (3) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing 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 (3) below);
- (2) notwithstanding paragraph (1) above, the aggregate number of shares to be issued pursuant to a pro-rata renounceable rights issue shall not exceed one hundred per cent (100%) of the total number of issue shares (excluding Treasury Shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (3) below);
- (3) (subject to such 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-paragraphs (1) and (2) 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 exercising share options or vesting of share awards; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with 3(a) or 3(b) above are only to be 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 passing of this Resolution.

- (4) 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
- (5) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

(Resolution 8)

[See Explanatory Note (iv)]

By Order of the Board

Lee Quang Loong  
Company Secretary

Singapore  
12 August 2020

Explanatory Notes:

- (i) Detailed information on Dr Leong Horn Kee and Mr Tan Hup Foi @ Tan Hup Hoi who are proposed to be re-elected as Directors of the Company can be found under sections “Board of Directors” and “Additional Information on Directors seeking re-election” in the Company’s Annual Report for the financial year ended 31 March 2020.
- (ii) The proposed ordinary resolutions 4 and 5 are to seek approval from the shareholders via a Two-Tier Voting process for Mr Tan to continue in office as an independent non-executive director of the Company for a three-year term, with effect from the passing of these resolutions proposed at the forthcoming AGM, until the conclusion of the third annual general meeting of the Company following the passing of these resolutions.

The Board seeks to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board. Such refreshment process of the Board will take some time and cannot happen overnight in order to maintain stability to the Board. Furthermore, the Company benefits from such director who has, over time, gained valuable insights into the Group, its market and the industry.

The Nomination Committee and the Board have determined that Mr Tan remains objective and independent-minded in Board deliberations. His vast experience enables him to provide the Board and the various Board Committees on which he serves, with pertinent experience and competence to facilitate sound decision-making and that his length of service does not in any way interfere with his exercise of independent judgment nor hinder his ability to act in the best interests of the Company. Additionally, he fulfils the definition of independent directors of the SGX-ST Listing Rules and the 2018 Code. More importantly, the Board trust that he is able to continue to discharge his duties independently with integrity and competency.

- (iii) The Non-Executive Directors voluntarily offered to accept a lower Directors’ Fees for the year ending 31 March 2021, in solidarity with employees of the Group.
- (iv) The Ordinary Resolution 8 in item 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM 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 existing shareholders of the Company, save that issues of shares pursuant to a pro-rata renounceable rights issue shall not exceed one hundred per cent (100%) of the issued share capital of the Company (excluding Treasury

Shares and subsidiary holdings) provided that the pro-rata renounceable rights shares must be listed and issued no later than 31 December 2020.

For determining the aggregate number of shares that may be issued, the total number of issued shares will be calculated based on the total number of issued shares in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Important notes on alternative arrangements for AGM due to COVID-19

Due to the current COVID-19 situation and the related elevated safe distancing measures in Singapore, the AGM of the Company will be convened and held by way of 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.

A. No physical attendance

A member will not be able to attend the AGM in person. A member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting.

B. No dispatch of printed copy of the Notice of AGM and Proxy Form

1. Printed copies of this Notice of AGM and Proxy Form will not be sent to members. The electronic copies of the Notice of AGM, Proxy Form are made available on the:-
  - Company's website at the URL <http://www.cschl.com.sg>;
  - the website set up for the purpose of the AGM, at the URL: <http://sg.conveneagm.com/csc> ("CSC AGM Website"); and
  - SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. The electronic copy of the Annual Report is also made available on the Company's website, the CSC AGM Website and SGXNet. For Shareholders who prefer to receive a printed copy of the 2020 Annual Report, please email to us at [corp@cschl.com.sg](mailto:corp@cschl.com.sg).

C. Registration for Live Webcast

1. The AGM of the Company will be conducted via electronic means. Members will be able to watch or listen to the proceedings via a "live" webcast on their mobile phones, tablets or computers.
2. Members as well as investors who hold shares through relevant Intermediaries (as defined in Section 181(1C) of the Companies Act) (including CPF or SRS Investors) who wish to participate in the AGM via live webcast must pre-register on the CSC AGM Website at URL: <http://sg.conveneagm.com/csc> to create an account, not later than 10.00 a.m. on 24 August 2020 (Registration Deadline) to enable the Company to verify their status as shareholders.

3. Following the verification, authenticated members will receive an email not later than 10.00 a.m. on 25 August 2020 (the "Confirmation Email") on their authentication status and will be able to access the "live" webcast of the AGM proceedings using the account created.
4. Members who do not receive the Confirmation Email by 10.00a.m. on 25 August 2020 should contact the Share Registrar of the Company at (65) 6228 0530 or [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com).
5. Members are reminded that the AGM proceedings are private. Instructions on access to the "live" webcast of the AGM proceedings should therefore not be shared with anyone who is not a shareholder of the Company or otherwise not authorised to attend the AGM. Recording of the "live" webcast in whatever form is also strictly prohibited.

#### D. Submission of Questions

1. Members and Investors will not able to ask questions at AGM during Live AGM Webcast. Members and Investors can submit questions to the Company by 10.00a.m. on 24 August 2020 (being not less than 72 hours before the time appointed for the holding of AGM) via any one of the following means:-
  - (i) via the electronic format accessible on the CSC AGM Website  
URL: <http://sg.conveneagm.com/csc>; or
  - (ii) by deposited a physical copy at the Company's office at 120 Pioneer Road, #04-01, Singapore 639597; or
  - (iii) via email to the Company at [corp@cschl.com.sg](mailto:corp@cschl.com.sg)
2. Member and Investor who wishes to submit their questions by physical copy or email is required to indicate (1) their name of the member; (2) identification / registration number; (3) number of shares held in the Company; (4) the manner in which the member and investor hold shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes, failing which the submission will be treated as invalid.
3. The Company will endeavour to address substantial and relevant questions received from members via SGXNet and the Company's website prior to the AGM, or during the AGM.

#### E. Submission of Proxy Forms to vote

1. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting.
2. In appointing the Chairman of the Meeting as proxy, a member of the Company 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.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The Proxy Form must be submitted through any one of the following means:
  - (a) via electronic format accessible on the CSC AGM Website  
URL: <http://sg.conveneagm.com/csc>; or
  - (b) by deposited a physical copy at the Company's Share Registrar office, M&C Services Private Limited at 112 Robinson Road, #05-01 Singapore 068902; or

(c) by sending a scanned PDF copy via email to [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com)

in each case, not later than 10.00 a.m. on 24 August 2020 (being not less than 72 hours before the time appointed for the Meeting), and failing which, the Proxy Form will not be treated as valid.

5. In the case of submission of the Proxy Form other than via the CSC AGM Website, the Proxy Form must be executed under the hand of the appointor or of 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 its attorney duly authorised.

Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form.

6. A member of the Company who hold his/her shares through a Relevant Intermediary (including CPF or SRS Investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her CPF Agent Bank or SRS Approved Bank) at least seven (7) working days before the Meeting (i.e. by 18 August 2020) to ensure that their votes are submitted.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of Companies Act, Chapter 50.

#### F. Further Updates on meeting arrangements for AGM

Shareholders should note that the manner of conduct of the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conduct of the AGM will be announced by the Company on SGXNet. Shareholders are advised to check SGXNet and the Company’s website regularly for further updates.

#### PERSONAL DATA PRIVACY

By submitting (a) a proxy form appointing the Chairman of the AGM as the proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) Shareholder’s particulars for pre-registration to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the AGM in accordance with this Notice of AGM, a member consents to the collection, use and disclosure of the member’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, as the case may be) of proxy form appointing the Chairman of the AGM as the proxy for the AGM (including any adjournment thereof);
- (ii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (iii) processing of pre-registration for participation at the AGM for purpose of granting access to members to the LIVE WEBCAST or AUDIO ONLY MEANS and providing them with any technical assistance when necessary;

- (iv) 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; 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.