
**ANNOUNCEMENT OF INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF
THE LISTING MANUAL**

1. Introduction

1.1 The Board of Directors (“**Directors**”) of CSC Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the unaudited interim results of the Group announced by the Company on 2 August 2018 (the “**1QFY 2019 Results**”).

1.2 As disclosed in the 1QFY 2019 Results, the Group, from time to time, entered into various recurring interested person transactions (“**IPs**”) with the following interested persons in the ordinary course of business:

- (a) Tat Hong HeavyEquipment (Pte) Ltd (“**THHE**”);
- (b) Tat Hong Plant Leasing Pte Ltd (“**THPL**”);
- (c) Tat Hong (Thailand) Co., Ltd (“**THT**”);
- (d) CMC Construction Pte Ltd (“**CMC**”);
- (e) Tat Hong HeavyEquipment (HK) Ltd (“**THHEHK**”);
- (f) THAB Development Sdn Bhd (“**THAB**”); and
- (g) WB TOP3 Development Sdn Bhd (“**WB TOP3**”, and collectively with THHE, THPL, THT, CMC, THHEHK and THAB, the “**IP Group**”).

1.3 THAB is a joint venture among L & M Ground Engineering Sdn Bhd (“**LMGE**”) (which is a wholly owned subsidiary of the Company), Tat Hong International Pte Ltd (“**THI**”), AME Land Sdn Bhd and BP Lands Sdn Bhd. LMGE and THI hold 5% and 25% equity shares in THAB respectively. THAB is an associated company of THI.

THI, THHE, THPL, THT, CMC and THHEHK are related corporations of TH Investments Pte Ltd, a substantial shareholder of the Company.

1.4 WB TOP3 is a joint venture among CS Real Estate Investments Pte Ltd (“**CSREI**”) (which is a wholly owned subsidiary of the Company), Triplestar Properties Sdn Bhd (“**TSP**”), Bluecrest Holding Pte Ltd and WB Land (Ainsdale) Sdn Bhd. CSREI and TSP hold 19% each of the equity shares in WB TOP3.

TSP is deemed associate of a controlling shareholder of the Company and it is considered “interested person” for the purposes of Chapter 9 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

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- 1.5 For the purposes of Rule 908 of the Listing Manual, the IPT Group is treated as the same interested person. The value of the transactions entered into between the Group and the IPT Group are aggregated for the purpose of assessing whether the designated financial thresholds under Rule 905 of the Listing Manual are triggered.
- 1.6 Rule 905(2) of the Listing Manual provides that if aggregate value of transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group's latest audited net tangible assets, the Company must: (i) make an immediate announcement of the latest transaction, and (ii) all future transactions entered into with that same interested person during that financial year.

2. Description of the IPTs

- 2.1 Pursuant to Rule 905(2) of the Listing Manual, the Company wishes to announce that that the Group has entered into the following IPTs with the IPT Group for the period from 1 April 2018 to 30 September 2018:

Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)
THHE	<p>Rental of office space, yard and workers' accommodation by the Group from THHE.</p> <p>These IPTs were entered into by the Group on an arm's length basis in its ordinary course of business. The rental rate was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	1,133
THPL	<p>(1) Rental of machinery by the Group from THPL.</p> <p>(2) Provision of repair services for machinery by THPL to the Group.</p> <p>These IPTs were entered into by the Group on an arm's length basis in its ordinary course of business. The rental rate and the service fee were arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	2,018 286
THT	<p>Sale of machinery by the Group to THT.</p> <p>This IPT was entered into by the Group on an arm's length basis in its ordinary course of business and the selling price was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	259



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Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)
CMC	<p>Provision of construction work services by the Group to CMC.</p> <p>This IPT was entered into by the Group on an arm's length basis in its ordinary course of business and the service fee was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	322
THHEHK	<p>Rental of machinery by the Group to THHEHK.</p> <p>This IPT was entered into by the Group on an arm's length basis in its ordinary course of business and the rental rate was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	109
THAB	<p>Shareholder's loan granted by the Group to THAB.</p> <p>This IPT was entered into by the Group pursuant to the shareholders agreement in relation to THAB dated 25 October 2013. Please refer to the Company's announcement issued on 25 October 2013 for further details.</p>	243
WB TOP3	<p>Shareholder's loan granted by the Group to WB TOP3.</p> <p>This IPT was entered into by the Group pursuant to the shareholders agreement in relation to WB TOP3 dated 14 September 2017. Please refer to the Company's announcement issued on 14 September 2017 for further details.</p>	972
Total		5,342

- 2.2 The aggregate value of the IPTs entered into between the Group and the IPT Group for the period from 1 April 2018 to 30 September 2018, is approximately S\$5,342,000 (the “**Aggregate Value**”), representing approximately 3.39% of the Group's latest audited net tangible assets of approximately S\$157,749,000 as at 31 March 2018 (the “**Group NTA**”).

3. Rationale and Benefit of the IPTs

- 3.1 The Group's core business includes the provision of foundation and geotechnical engineering works, soil investigation, instrumentation and specialised surveying works, sales and lease of foundation engineering equipment and accessories and property business.
- 3.2 THHE, THPL, THT and THHEHK are principally involved in the rental and sale of heavy equipment, machinery and accessories. THHE is also involved in the rental of office, yard and workers' accommodation. It is in line with the Group's ordinary course of business to enter into transactions with THHE, THPL, THT and THHEHK for available resources as long as the terms of the relevant transactions are assessed to be in its commercial interests and that of the Group, taking into consideration factors such as pricing competitiveness and priority and/or flexibility in terms of delivery. Such transactions are recurring transactions that are likely to occur with some degree of frequency and are part of the day-to-day operations of the Group, and could arise at any time.
- 3.3 CMC is principally involved in institutional building construction. The Group's strong design and build capabilities with a comprehensive range of foundation and geotechnical engineering facilities proves to be a valuable resource to the industry. It is in line with the Group's ordinary course of business and assessed to be in the commercial interests of the Group to enter into transactions with CMC. Such transactions are recurring transactions that are likely to occur with some degree of frequency and are part of the day-to-day operations of the Group, and could arise at any time.
- 3.4 THAB is developing an industrial development in the Nusajaya area of Iskandar Malaysia (the "**Development**"). Iskandar Malaysia is set to become Southern Peninsular Malaysia's most developed region where living, entertainment, environment and business seamlessly converge within a bustling metropolis. As a partner in THAB, the Group is able to participate in future creation of value through the Development in Iskandar Malaysia. The shareholder's loan granted by the Group to THAB is according to its shareholding proportion in THAB.
- 3.5 WB TOP3 was incorporated to acquire a piece of freehold land in Seremban, Negeri Sembilan, Malaysia in connection with the development of commercial properties for sale. As a partner in WB TOP3, it allows the Group to expand its investment and development portfolio in Malaysia, and diversify its revenue stream to achieve potential enhancement in shareholder value. The shareholder's loan granted by the Group to WB TOP3 is according to its shareholding proportion in WB TOP3.

4. Audit Committee's Statement

The Audit Committee of the Company has reviewed the above IPTs and is of the view that the IPTs are transacted on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.



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5. Interest of Directors and Substantial Shareholders

Save as disclosed above and other than through their respective shareholdings in the Company, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the IPTs.

6. Further Announcement

The Company will provide updates to its shareholders on any future IPTs entered into by the Group with the IPT Group on a biweekly basis, until the total value of all such IPTs represent 4% of the Group NTA, and in which case the Company will make an immediate announcement disclosing this fact.

BY ORDER OF THE BOARD

Lee Quang Loong
Company Secretary

11 October 2018