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ENGINEERING

CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 199707845E)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM" or the "Meeting") of CSC Holdings Limited (the "Company" or "CSC") will be held at 2 Tanjong Penjuru Crescent, #06-02, Singapore 608968 on Tuesday, 30 July 2024 at 10:00 am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Ong Tiew Siam, a Director retiring by rotation pursuant to Regulation 104 of the Constitution of the Company.
[See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Koo Chung Chong, a Director retiring pursuant to Regulation 108 of the Constitution of the Company.
[See Explanatory Note (ii)] **(Resolution 3)**
4. To re-elect Mr See Yen Tarn, a Director retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
[See Explanatory Note (iii)] **(Resolution 4)**
5. To approve the payment of Directors' fees of up to S\$350,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears (FY2024: up to S\$420,000).
[See Explanatory Note (iv)] **(Resolution 5)**
6. To re-appoint KPMG LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
7. 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:

8. Share Issue Mandate

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("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 capital of 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

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- (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 to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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 percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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 percentage of issued shares shall be based on the 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 any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed; and
- (b) any subsequent bonus issue, consolidation or subdivision of shares;
- (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 for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution 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 the earlier."

[See Explanatory Note (v)]

(Resolution 7)

9. Proposed Renewal of the Share Buy-Back Mandate

"That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) on-market purchase(s) (each a "Market Purchase") transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for that purpose; and/or
- (ii) off-market purchase(s) (each an "Off-Market Purchase") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

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and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act, the Listing Manual of the SGX-ST and the Constitution of the Company as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back 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 and expiring on the earliest of:
 - (i) the date on which the next AGM of the Company is held; or
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) the date on which purchases of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"Maximum Limit" means ten percent (10%) of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution;

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;

"Average Closing Price" means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days ("**Market Day**" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company 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 for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the purchases are made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;

"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 of the Company, 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;

- (d) the Directors of the Company and each of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they and/or he may think fit, which is permitted under the Companies Act and the Listing Manual of the SGX-ST; and

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- (e) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

[See Explanatory Note (vi)]

(Resolution 8)

By Order of the Board

Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries

Singapore
15 July 2024

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EXPLANATORY NOTES:

- (i) Ordinary Resolution 2 is to re-elect Mr Ong Tiew Siam ("Mr Ong") as a Director. Mr Ong will, upon re-election, remain as Independent Non-Executive Director, Chairman of the Audit Committee and Risk Management Committee, and a member of the Remuneration Committee. There are no relationships (including immediate family relationships) between Mr Ong and the other Directors, the substantial shareholders of the Company or the Company. The board of directors ("Board") of the Company considers Mr Ong to be independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) Ordinary Resolution 3 is to re-elect Mr Koo Chung Chong ("Mr Koo") who was appointed as Executive Director of the Company on 11 August 2023. Mr Koo will, upon re-election, remain as Executive Director of the Company. He is also the Deputy Group Chief Executive Officer, Group Chief Operating Officer and Chief Sustainability Officer. Save as disclosed in the Company's Annual Report, there are no relationships (including immediate family relationships) between Mr Koo and the other Directors, the substantial shareholders of the Company or the Company.
- (iii) Ordinary Resolution 4 is to re-elect Mr See Yen Tarn ("Mr See") as a Director. Mr See will, upon re-election, remain as Executive Director of the Company and a member of the Nominating Committee and Risk Management Committee. He is also the Group Chief Executive Officer. Save as disclosed in the Company's Annual Report, there are no relationships (including immediate family relationships) between Mr See and the other Directors, the substantial shareholders of the Company or the Company.

Note: Information on Directors who are proposed to be re-elected as Directors of the Company can be found under sections entitled "Board of Directors" and "Disclosure of Information on Directors Seeking Re-election" in the Company's Annual Report for the financial year ended 31 March 2024.

- (iv) Ordinary Resolution 5, if passed, will authorise the Company to make payment of fees to the Non-Executive Director and Independent Directors (including fees payable to members of the various Board Committees) for the financial year ending 31 March 2025 on a quarterly basis in arrears, for their services rendered during the course of the financial year. This will facilitate Directors' compensation for services rendered in a more timely manner.
- (v) Ordinary Resolution 7, 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 shareholders of the Company.
- (vi) Ordinary Resolution 8, if passed, will empower the Directors of the Company, effective until the date the next AGM of the Company is held or is required by law to be held, or the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to purchase Shares (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) of up to the Maximum Limit at prices up to but not exceeding the Maximum Price in accordance with the Share Buy-Back Mandate as set out in the Letter to Shareholders in relation to the Proposed Renewal of the Share Buy-Back Mandate dated 15 July 2024 ("Letter to Shareholders"). The rationale for, the authority and limitation on, the source of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate are set out in greater detail in the Letter to Shareholders.

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NOTES:

1. The AGM is being convened, and will be held physically at 2 Tanjong Penjuru Crescent, #06-02, Singapore 608968 on Tuesday, 30 July 2024 at 10:00 am. **There will be no option for shareholders to participate virtually.**
2. Each of the resolutions to be put to vote at the AGM (and at any adjournment thereof) shall be decided by way of a poll.

Appointment of Proxy(ies)

3. (a) A member of the Company ("Member" or "Shareholder") who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM.

(b) A Member who is a *relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member.

* "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

(c) A Member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory. A proxy need not be a Member. The Chairman of the Meeting, as proxy, need not be a Member.

(d) An instrument appointing a proxy or proxies ("Proxy Form") must be executed under the hand of the appointor or of his/her/its attorney duly authorised in writing. If the appointor is a corporation, the Proxy Form must be executed either under its seal or under the hand of its duly authorised officer or attorney.

(e) The Proxy Form is not valid for use by investors holding shares through relevant intermediaries (including investors holding shares through the Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") (collectively, the "CPF/SRS Investors") and shall be ineffective for all intents and purposes if used or purported to be used by them.

CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPF/SRS Investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5:00 pm on 18 July 2024**, being at least seven (7) working days before the date of the AGM.

Investors holding shares through relevant intermediaries (other than CPF/SRS Investors) who wish to vote at the AGM should approach their relevant intermediaries as soon as possible to submit their votes.

4. The Proxy Form, duly completed and signed, must be submitted to the Company no later than **10:00 am on 27 July 2024**, being not less than 72 hours before the time appointed for holding the AGM, in the following manner:
 - (a) if submitted personally or by post, be lodged with the Share Registrar of the Company, B.A.C.S Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, a scanned PDF copy be sent via email to the Share Registrar of the Company at main@zicoholdings.com,

failing which the Proxy Form may be treated as invalid.

5. Completion and submission of the Proxy Form by a Member will not preclude him/her from attending, speaking and voting at the AGM if he/she subsequently wishes to do so, and at any adjournment thereof. The relevant Proxy Form submitted by the Member shall be deemed to be revoked and in such an event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form to the AGM.

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Submission of Questions prior to the AGM by Members (including investors holding shares through relevant intermediaries and CPF/SRS Investors)

6. Members (including investors holding shares through relevant intermediaries and CPF/SRS Investors) who have any questions in relation to the items of the agenda of the AGM may raise their questions at the Meeting or submit questions in advance, by **10:00 am on 22 July 2024** ("Cut-Off Time"), via any one of the following means:
 - (a) by depositing a physical copy at the registered office of the Company, at 2 Tanjong Penjuru Crescent, #06-02, Singapore 608968; or
 - (b) via email to the Company at corp@cschl.com.sg.
7. When sending in their questions by post (physical copy) or email, Members are required to indicate (1) full name of Member; (2) identification / company registration number; (3) number of shares held in the Company; and (4) the manner in which such Members hold shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes, failing which the submission will be treated as invalid.
8. The Company will endeavour to respond to substantial and relevant questions received from Members (including investors holding shares through relevant intermediaries and CPF/SRS Investors) by the Cut-Off Time via SGXNet and the Company's website prior to the AGM and in any case no later than 24 July 2024. Where there are substantially similar questions, the Company will consolidate such questions; and consequently, not all questions may be individually addressed.

Despatch of Documents and Access to Documents or Information relating to the Business of the Meeting

9. Printed copies of this Notice of AGM, Proxy Form and the Request Form have been sent to Shareholders. These documents are also available for download from the website of the SGX-ST and the Company's website at the URL <http://www.cschl.com.sg>.
10. Printed copies of the Annual Report of the Company for the financial year ended 31 March 2024 ("2024 Annual Report") and Letter to Shareholders will not be sent to Shareholders. Instead, these documents are sent to Shareholders by electronic means via publication on the website of the SGX-ST and the Company's website at the URL <http://www.cschl.com.sg>.

For Members who prefer to receive a printed copy of the 2024 Annual Report and/or Letter to Shareholders, please refer to the Request Form on how to make a request.

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PERSONAL DATA PRIVACY

By submitting a Proxy Form appointing the Chairman of the Meeting or any other person(s) as a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the purposes of the processing and administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed 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), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities (collectively, the "Purposes"), (ii) warrants that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty.