



CSC HOLDINGS LIMITED
Co Registration No. 199707845E

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 17th Annual General Meeting of CSC Holdings Limited (the "Company") will be held at 4th Floor, No. 2 Tanjong Penjuru Crescent, Singapore 608968 on Thursday, 24 July 2014 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 March 2014 together with the Auditors' Report thereon.
(Resolution 1)
2. To declare a final tax exempt one-tier dividend of 0.10 Singapore cent per ordinary share for the year ended 31 March 2014 (2013: Final dividend of 0.06 Singapore cent per ordinary share).
(Resolution 2)
3. To re-elect the following Directors retiring pursuant to Article 104 of the Articles of Association of the Company and who being eligible, will offer themselves for re-election:
 - (i) Mr Chee Teck Kwong Patrick **(Resolution 3)**
 - (ii) Mr Ng San Tiong Roland **(Resolution 4)**

Mr Chee Teck Kwong Patrick will, upon re-election as a Director of the Company, remain as a Chairman of the Nominating Committee, member of the Audit Committee, Remuneration Committee and CSC Executive Share Option Scheme 2004 Committee and will be considered independent.

Mr Ng San Tiong Roland will, upon re-election as a Director of the Company, remain as a member of the Audit Committee, Remuneration Committee and CSC Executive Share Option Scheme 2004 Committee and will be considered non-independent.
4. To re-appoint Mr Tan Ee Ping, a Director of the Company retiring under Section 153(6) of the Companies Act (Cap. 50), to hold office from the date of this Annual General Meeting ("AGM") until the next AGM of the Company.
[See Explanatory Note (i)] **(Resolution 5)**
5. To approve the payment of Directors' Fees of S\$348,178 for the year ended 31 March 2014. (2013: S\$386,000)
(Resolution 6)
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 7)
7. To transact any other ordinary business which may properly be transacted at an AGM.



CSC HOLDINGS LIMITED
Co Registration No. 199707845E

AS SPECIAL BUSINESS

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

8. Authority to issue shares

"That pursuant to Section 161 of the Companies Act, Chapter 50 ("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) in the capital of the Company (as calculated in accordance with sub-paragraph (2) 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) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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-paragraph (1) above, the total number of issued shares (excluding Treasury Shares) shall be based on the total number of issued shares (excluding Treasury Shares) 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 which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) 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 Articles of Association of the Company; and



CSC HOLDINGS LIMITED
Co Registration No. 199707845E

- (4) 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.”

[See Explanatory Note (ii)]

(Resolution 8)

9. Authority to offer and grant awards under The CSC Performance Share Scheme

“That pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorized and empowered to offer and grant awards in accordance with the provisions of the CSC Performance Share Scheme (the “PSS Scheme”) and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the PSS Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the PSS Scheme and such other share-based incentive scheme of the Company shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, 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.”

[See Explanatory Note (iii)]

(Resolution 9)

10. Renewal of Shareholders’ Mandate for Interested Person Transactions

“That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions as set out in the Company’s Annual Report with any party who is of the class of Interested Persons described in the Annual Report, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Company’s Annual Report (the “Shareholders’ IPT Mandate”);
- (b) the Shareholders’ IPT Mandate shall, unless revoked or varied by the Company in a general meeting, 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; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders’ IPT Mandate as they may think fit.”

[See Explanatory Note (iv)]

(Resolution 10)

11. The Proposed Renewal of The Share Buyback Mandate

“That:

- (a) for the purpose of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the “Shares”) not exceeding in aggregate the Prescribed Limit (as hereafter 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 hereafter defined), whether by way of:
 - (i) on-market purchases (“**Market Purchases**”), transacted on the SGX-ST through its ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchases**”) effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act).

(the “**Proposed Share Buyback Mandate**”)

Shareholders are advised to note that they are waiving their rights to a general offer at the required price from the TH Investments Group, namely Mr Ng San Tiong Roland, Mr Ng Chwee Cheng and TH Investments Pte Ltd and any other parties acting in concert with them, whose shareholdings in the Company add up to an aggregate of 33.42% as at the Latest Practicable Date, by voting to approve the Share Buyback Mandate set out in herein;

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback 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 same of:
 - (i) the date on which the next AGM of the Company is held or required by law to be held;
 - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;
- (c) in this Resolution:

“**Prescribed Limit**” means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:



CSC HOLDINGS LIMITED

Co Registration No. 199707845E

- (i) in the case of a Market Purchase : 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase : 120% of the Highest Last Dealt Price, where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five market days on the SGX-ST, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five market days period;

“Highest Last Dealt Price” means the highest price transacted for a Share as recorded on the SGX-ST on the market day on which there were trades in the Share immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

“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; and

- (d) any of the Directors of the Company be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.”

[See Explanatory Note (v)]

(Resolution 11)

By Order of the Board

Lee Quang Loong
Company Secretary

Singapore
9 July 2014

Explanatory Notes:

- (i) The effect of the Ordinary Resolution 5 in item 4 above, is to re-appoint a Director of the Company who is over 70 years of age.
- (ii) The Ordinary Resolution 8 in item 8 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) 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 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.



CSC HOLDINGS LIMITED

Co Registration No. 199707845E

- (iii) The Ordinary Resolution 9 in item 9 above, if approved, will empower the Directors of the Company, from the date of this Meeting until 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 offer and grant awards in accordance with the provisions of the PSS Scheme and to deliver from time to time such number of new shares as may be required to be delivered pursuant to the vesting of the awards under the PSS Scheme subject to the maximum number of shares prescribed under the terms and conditions of the PSS Scheme. The number of new shares to be issued under the PSS Scheme and such other share-based incentive scheme of the Company shall not exceed 15% of the total number of issued shares (excluding Treasury Shares) in the capital of the Company from time to time.
- (iv) The Ordinary Resolution 10 in item 10 above, if passed, will authorise the Interested Person Transactions as described in the Annual Report and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' IPT Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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.
- (v) The Ordinary Resolution 11 in item 11 above, if passed, will empower the Directors from the date of this Meeting until the next AGM to repurchase ordinary issued shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Price, information relating to this proposed Resolution is set out in the Appendix contained in the CD-Rom to be circulated to shareholders.

Notes:

- 1. A Member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- 2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 2 Tanjong Penjuru Crescent, Singapore 608968 not less than forty-eight (48) hours before the time appointed for holding the AGM.