

CREDIT  
BUREAU  

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**CREDIT BUREAU ASIA LIMITED**  
(Company Registration Number: 201909251G)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Credit Bureau Asia Limited (the "**Company**") will be held at 2 Shenton Way, #20-02 SGX Centre 1, Singapore 068804 on Tuesday, 25 April 2023 at 9.00 a.m. (Singapore time) to transact the following business:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Directors' Statement and Independent Auditor's Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of S\$0.017 per ordinary share for the financial year ended 31 December 2022. *[See Explanatory Note 1]* **(Resolution 2)**
3. To approve the Directors' fees of S\$160,000 for the financial year ending 31 December 2023, payable half-yearly in arrears (FY2022: S\$160,000) *[See Explanatory Note 2]* **(Resolution 3)**
4. To re-elect the following Directors retiring by rotation pursuant to Regulation 94 of the Company's Constitution:
  - (i) Mr Chua Kee Lock *[See Explanatory Note 3]* **(Resolution 4)**
  - (ii) Mr Low Seow Juan *[See Explanatory Note 4]* **(Resolution 5)**

Mr Chua Kee Lock will, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Low Seow Juan will, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

5. To re-appoint Deloitte & Touche LLP as auditor of the Company to hold office until the next Annual General Meeting of the Company and to authorize the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions, of which Resolutions 7 and 8 will be proposed as ordinary resolutions, with or without modifications:

**ORDINARY RESOLUTIONS**

7. **Authority to allot and issue shares**
  - (a) That pursuant to Section 161 of the Companies Act 1967 of Singapore and the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company at any time and upon such terms and for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit, to:
    - (i) allot and issue shares of the Company whether by way of rights, bonus or otherwise;

- (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; and/or
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:

- (1) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a *pro rata* basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company. Unless prior shareholder approval is required under the Listing Manual, an issue of treasury shares will not require further shareholder approval and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings is based on the Company's 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 convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
- (b) any subsequent bonus issue, consolidation or subdivision of the Company's shares;

and

- (2) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note 5] **(Resolution 7)**

## 8. **Share Purchase Mandate**

That:

- (a) authority be and is hereby given to the Directors of the Company, in accordance to Section 76C and 76E of the Companies Act 1967 and Chapter 8 of the Listing Manual, to purchase or otherwise acquire Shares ("Share Purchase Mandate") not exceeding in aggregate the Maximum Limit (as defined below), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
- (i) on-market purchases ("Market Purchase") transacted on SGX-ST through the 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 Purchase") in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act 1967 as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act 1967 and the Listing Manual;

and in accordance with all applicable laws, regulations and rules;

- (b) any Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share in accordance with the Companies Act 1967;

- (c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the proposed Share Purchase Mandate may be exercised by the Directors of the Company at any time during the period commencing from the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
  - (ii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by the Company in a general meeting;
  - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and
- (d) the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient and necessary to give effect to the transactions contemplated by this resolution.

In this resolution:

"Maximum Limit" means the number of Shares representing ten percent (10%) of the total issued ordinary share capital of the Company ascertained as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the Companies Act 1967; "Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price; and

"Average Closing Price" means the average of the closing market prices of a Share over the last five market days on which the Shares were transacted on the SGX-ST, or any other stock exchange on which the Shares may for the time being be listed and quoted, preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five market day period.

[See Explanatory Note 6] (**Resolution 8**)

BY ORDER OF THE BOARD

**Lee Bee Fong (Ms)**

Company Secretary

Singapore, 6 April 2023

#### **Explanatory Notes:**

1. The ordinary resolution proposed is to approve the final dividend. The Share Transfer Books and Register of Members will be closed at 5.00 pm on 5 May 2023. Registrable transfers received up to 5.00 pm on the 5 May 2023 will be entitled to the final dividend. If approved, the final dividend will be paid on 19 May 2023.
2. The ordinary resolution proposed is to seek approval for the payment of Directors' fees for the financial year ending 31 December 2023. The amount of the Directors' fees has been computed based on the current fees structure reported in the Corporate Governance Report section of the Company's Annual Report 2022.
3. In relation to the ordinary resolution proposed, there is no relationship (including immediate family relationships) between Mr. Chua Kee Lock and the other Directors and the Company or its substantial shareholder and detailed information on Mr. Chua Kee Lock is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2022.
4. In relation to the ordinary resolution proposed, there is no relationship (including immediate family relationships) between Mr. Low Seow Juan and the other Directors and the Company or its substantial shareholder and detailed information on Mr. Low Seow Juan is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2022.
5. The ordinary resolution proposed is to authorize the Directors of the Company from the date of the Meeting until the next Annual General Meeting to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury

shares and subsidiary holdings of the Company, of which the total number of shares (including shares to be issued in pursuance of instruments made or granted) issued other than on a *pro rata* basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Listing Manual of the Singapore Exchange Securities Trading Limited currently provides that the total number of issued shares excluding treasury shares and subsidiary holdings of the Company for this purpose shall be the total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

6. The ordinary resolution proposed, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM to repurchase ordinary shares of the Company by way of Market Purchase or Off-Market Purchase of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the Maximum Price. Information relating to this proposed resolution is set out in the Circular dated 6 April 2023 accompanying to this notice.

**Notes:**

1. The AGM is being convened and will be held, in a wholly physical format, at 2 Shenton Way, #20-02 SGX Centre 1, Singapore 068804 on Tuesday, 25 April 2023 at 9.00 a.m. (Singapore time), in accordance with and subject to such vaccinated-differentiated safe management measures and other measures which may be prescribed by any prevailing regulations, directives, measures or guidelines that may be issued by any government and regulatory agency in light of the COVID-19 situation from time to time. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice of AGM, the Company's Annual Report 2022 and Proxy Form will not be despatched to members. Instead, this Notice of AGM, the Company's Annual Report 2022 and Proxy Form will be made available via publication on the Company's website at the URL <https://www.creditbureauasia.com> and on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

2. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.

3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.

A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote on his/her/its behalf at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
5. A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.
6. A corporation which is a member may appoint an authorized representative or representatives by resolution of its directors or other governing body in accordance with Section 179 of the Companies Act 1967 to attend, speak and vote for and on behalf of such corporation.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.

8. Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing a proxy(ies) to the AGM.
10. The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if sent personally or by post, be lodged at the Registered Office of the Company at 6 Shenton Way, #17-10, Singapore 068809; or
  - (b) if submitted by email, be received by the Company at agm@creditbureauasia.com

in either case, by 9.00 a.m. on 22 April 2023 being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid. **Members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

11. CPFIS/SRS investors who hold shares through CPF Agent Banks/SRS Operators:
  - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should contact their CPF Agent Banks/SRS Operators to submit their votes not less than seven (7) working days before the AGM.
12. Shareholders who wish to ask questions in advance of the AGM related to the resolutions to be tabled for approval at the AGM, must submit their questions by 9.00 a.m. on 14 April 2023 via email to agm@creditbureauasia.com. When sending in your questions, provide your full name, address, contact details and the manner in which you hold shares in the Company (eg via CDP, CPF or SRS).

The Company shall address all substantial and relevant questions received from Shareholders prior to the AGM and publish its response before 9.00 a.m. on 20 April 2023 on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <https://www.creditbureauasia.com>.

#### KEY DATES/DEADLINES

Key dates	Actions
By 9.00 a.m. on 7 April 2023 (Friday)	The Annual Report, the notice of AGM and the proxy form for the financial year ended 31 December 2022 will be made available to shareholders of the Company by electronic means.
By 9.00 a.m. on 14 April 2023 (Friday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to contact their respective CPF Agents or SRS Operators to submit their votes.
By 9.00 a.m. on 14 April 2023 (Friday)	Deadline for shareholders to submit questions related to the AGM resolutions in advance.
By 9.00 a.m. on 20 April 2023 (Thursday)	Deadline for company to publish answers to shareholders' questions.
By 9.00 a.m. on 22 April 2023 (Saturday)	Deadline for shareholders to submit proxy form.
9.00 a.m. on 25 April 2023 (Tuesday)	Annual General Meeting

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the the proxy(ies) and/or representative(s) as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance 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, take-over rules, regulations and/or guidelines.