

CSE GLOBAL LIMITED
(Company Registration No. 198703851D)
(Incorporated in Singapore)

MINUTES OF ANNUAL GENERAL MEETING

- PLACE** : Suntec Singapore Convention & Exhibition Centre, Room No.324 & 325
(Level 3), 1 Raffles Boulevard, Singapore 039593
- DATE** : Monday, 29 April 2024
- TIME** : 2.30 p.m.
- DIRECTORS PRESENT** :
- | | |
|-------------------------|---|
| Mr Lim Ming Seong | Chairman, Independent Director and Chairman of Compensation, Nominating and Investment Committees |
| Mr Lim Boon Kheng | Group Managing Director, Chief Executive Officer and Member of Investment Committee |
| Mr Tan Chian Khong | Independent Director, Chairman of Audit and Risk Committee, Member of Nominating Committee |
| Mr Sin Boon Ann | Independent Director, Member of Nominating and Compensation Committees |
| Dr Lee Kong Ting | Independent Director, Member of Audit and Risk, and Investment Committees |
| Ms Ng Shin Ein | Independent Director, Member of Audit and Risk Committee |
| Ms Wong Su Yen | Independent Director, Member of Compensation Committee |
| Mr Tan Teck Koon Ted | Non-Executive Non-Independent Director, Member of Audit and Risk Committee |
| Mr Derek Lau Tiong Seng | Non-Executive Non-Independent Director, Member of Nominating and Compensation Committee |
- IN ATTENDANCE** :
- | | |
|--------------------------|-------------------------------|
| Mr Eddie Foo Toon Ee | Group Chief Financial Officer |
| Mr Andrew Tan Chwee Peng | Partner, Ernst & Young LLP |
- SHAREHOLDERS AND PROXY HOLDERS** : As set out in the attendance records maintained by the Company.
- CHAIRMAN OF THE MEETING** : Mr Lim Ming Seong

QUORUM

As a quorum was present, the Chairman declared the meeting open at 2.30 p.m.

1. INTRODUCTION

- 1.1 The Chairman welcomed all shareholders who were attending the Annual General Meeting (“**AGM**” or the “**Meeting**”) and he introduced the Board of Directors present at the AGM.
- 1.2 The Notice of AGM was taken as read.
- 1.3 The Chairman informed the Meeting that he had, in his capacity as Chairman of the Meeting, been appointed as a proxy by a number of shareholders and would be voting in accordance with the specific instructions of these shareholders. Voting at this AGM would be conducted by electronic polling. Trusted Services Pte Ltd and RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. had been appointed as polling agent and scrutineers for the AGM respectively.

- 1.4 A video presentation introducing the steps to the casting of votes at the AGM was played.
- 1.5 The Chairman then informed that the CEO would deliver his presentation on the Company's performance for FY2023 followed by the "live" question and answer session. After the "live" question and answer, the AGM would proceed with the tabling of the resolutions and the results of the voting would be announced at the end of each resolution.

2. PRESENTATION BY CEO

- 2.1 The Chairman then invited the CEO to present the Company's performance for FY2023. After the presentation, the proceeding was handed back to the Chairman.
- 2.2 A copy of the AGM presentation which is attached as **Appendix 1**, had also been made available on the Company's website and SGXNet after the AGM.

3. QUESTIONS AND ANSWERS

- 3.1 Shareholders were informed that the responses to the questions received in advance of the AGM from shareholders had been published on SGXNet and the Company's corporate website on 23 April 2024.
- 3.2 The questions relating to the resolutions raised by Shareholders at the AGM and the responses are summarised and attached as **Appendix 2**.

4. AGENDA ITEMS

- 4.1 There being no further questions from Shareholders, the Chairman then proceeded by proposing all the motions which had been tabled for approval at this AGM and put these to the vote by poll.

ORDINARY BUSINESS:

1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

The meeting proceeded to receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2023 and the Auditors' Report.

The Chairman proposed the following motion and was seconded by a shareholder:-

"That the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2023 together with the Auditors' Report be received and adopted."

As there was no question or comment raised, the motion was put to vote.

Valid votes received, were displayed on the screen, as follows:

Number of valid votes "For"	:	263,681,751 (99.99%)
Number of valid votes "Against"	:	16,600 (0.01%)
Total number of valid votes received	:	263,698,351

Based on the results, the Chairman declared the ordinary resolution carried.

2. FINAL DIVIDEND – RESOLUTION 2

The Directors had recommended the payment of a final (one-tier tax exempt) dividend of 1.5 Singapore cents per ordinary shares for the year ended 31 December 2023.

The final dividend, if approved, will be paid on a later date to be announced. The Company has on 12 April 2024 announced the adoption of a CSE Global Limited Scrip Dividend Scheme, details of which are found in the announcement and Scrip Dividend Scheme statement. Subject to the passing of Ordinary Resolution 10 to allow for Directors to allot and issue shares pursuant to the Scrip Dividend Scheme, the Scrip Dividend Scheme will be applied to this final dividend.

The Chairman proposed the following motion and was seconded by a shareholder. The motion was put to vote:-

“That the payment of a final (one-tier tax exempt) dividend of 1.5 Singapore cents per ordinary share for the year ended 31 December 2023 be approved.”

Valid votes received, were displayed on the screen, as follows:

Number of valid votes “For”	:	266,116,451 (99.99%)
Number of valid votes “Against”	:	16,600 (0.01%)
Total number of valid votes received	:	266,133,051

Based on the results, the Chairman declared the ordinary resolution carried.

3. RE-ELECTION OF DIRECTOR – RESOLUTION 3

As the next item on the Agenda dealt with the re-election of Mr Lim Ming Seong, the chair was handed over to Mr Lim Boon Kheng.

Mr Lim Ming Seong had signified his consent to continue in office and will upon re-election as a Director of the Company, be re-designated as Non-Executive Non-Independent Director as Mr Lim has served on the Board for more than 9 years. If re-elected, Mr Lim will continue to be the Chairman of the Company and the appropriate changes such as the appointment of a Lead Independent Director and changes to the composition of the board committees will be announced after the AGM.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was then put to vote:-

“That Mr Lim Ming Seong be re-elected as a Director of the Company.”

Valid votes received, were displayed on the screen, as follows:

Number of valid votes “For”	:	47,663,059 (44.59%)
Number of valid votes “Against”	:	59,236,781 (55.41%)
Total number of valid votes received	:	106,899,840

Based on the results, the Chairman declared the ordinary resolution not carried. As the resolution was not carried, Mr Lim Ming Seong will retire from his office as a Director at the conclusion of the AGM.

The Chair was then handed back to the Chairman.

4. RE-ELECTION OF DIRECTOR – RESOLUTION 4

Resolution 4 dealt with the re-election of Mr Lim Boon Kheng. Mr Lim Boon Kheng had signified his consent to continue in office and would, upon the re-election as a Director of the Company, remain as a member of the Investment Committee and would be considered non-independent.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was put to a vote:-

“That Mr Lim Boon Kheng be re-elected as a Director of the Company.”

Valid votes received, were displayed on the screen, as follows:

Number of valid votes “For”	:	241,291,364 (99.26%)
Number of valid votes “Against”	:	1,801,844 (0.74%)
Total number of valid votes received	:	243,093,208

Based on the results, the Chairman declared the ordinary resolution carried.

5. RE-ELECTION OF DIRECTOR – RESOLUTION 5

Resolution 5 dealt with the re-election of Mr Tan Teck Koon. Mr Tan Teck Koon had signified his consent to continue in office and would, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Committee, and would be considered non-independent.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was put to a vote:-

“That Mr Tan Teck Koon be re-elected as a Director of the Company.”

Valid votes received, were displayed on the screen, as follows:

Number of valid votes “For”	:	252,617,793 (95.35%)
Number of valid votes “Against”	:	12,325,308 (4.65%)
Total number of valid votes received	:	264,943,101

Based on the results, the Chairman declared the ordinary resolution carried.

6. RETIREMENT OF DIRECTOR

The next item was to note the retirement of Mr Sin Boon Ann as a Director of the Company.

The Chairman informed that Mr Sin Boon Ann, who has served on the Board for 21 years, and was retiring under Regulation 91 of the Company’s Constitution had indicated that he does not wish to seek re-election at this Annual General Meeting. Mr Sin would retire from the office of Director and ceased to be the member of the Nominating and Compensation Committees following the conclusion of this meeting. The retirement of Mr Sin was also part of the board renewal process.

The Board thanked Mr Sin for his invaluable contributions to the Board and the Group over the years and wished him well for his future endeavours. The Chairman also informed that the Board has, on the recommendation of the Nominating Committee, approved the appointment of a new Independent Director who will also be appointed as a member of the Audit and Risk Committee. This appointment will take effect from the conclusion of the AGM. The appointment was announced together with the Results of the AGM on 29 April 2024.

7. DIRECTORS' FEES – RESOLUTION 6

The Board had recommended the payment of a sum of S\$495,852 as Directors' fees for the year ended 31 December 2023.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was put to a vote:-

“That the Directors' fees of S\$495,852 for the year ended 31 December 2023 be approved for payment.”

Valid votes received, were displayed on the screen, as follows:

Number of valid votes “For”	:	247,871,039 (97.57%)
Number of valid votes “Against”	:	6,165,850 (2.43%)
Total number of valid votes received	:	254,036,889

Based on the results, the Chairman declared the ordinary resolution carried.

8. RE-APPOINTMENT OF AUDITORS – RESOLUTION 7

Resolution 7 was to reappoint the retiring auditors, Ernst & Young LLP and to authorise the Directors to fix their remuneration. Ernst & Young LLP had expressed their willingness to continue in office.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was put to a vote:-

“That Ernst & Young LLP be re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”

Valid votes received, were displayed on the screen, as follows:

Number of valid votes “For”	:	258,223,037 (99.35%)
Number of valid votes “Against”	:	1,679,164 (0.65%)
Total number of valid votes received	:	259,902,201

Based on the results, the Chairman declared the ordinary resolution carried.

9. ANY OTHER BUSINESS

As no notice of any other business has been received by the Secretary, the Meeting proceeded to deal with the special business of the meeting.

SPECIAL BUSINESS:

10. AUTHORITY TO ISSUE SHARES – RESOLUTION 8

Resolution 8 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was put to a vote:-

“That pursuant to Section 161 of the Companies Act 1967 (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 and are hereby authorised 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 Instruments 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 cent (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 (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 per cent (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 (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 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 the exercise of share options or vesting of share awards, provided the options and awards were granted in compliance with the Listing Manual; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares,

provided that such adjustments in sub-paragraphs (2)(a) and (b) above are 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 the passing of this Resolution;

- (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 of the Company; and

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

Valid votes received, were displayed on the screen, as follows:

Number of valid votes “For”	:	203,832,902 (77.11%)
Number of valid votes “Against”	:	60,510,549 (22.89%)
Total number of valid votes received	:	264,343,451

Based on the results, the Chairman declared the ordinary resolution carried.

11. PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE – RESOLUTION 9

Resolution 9 is to seek shareholders’ approval to renew the Share Purchase Mandate and to authorise the Directors of the Company to purchase shares up to five percent (5%) of the total number of issued ordinary shares of the Company (excluding treasury shares) as at the date of the passing of this Ordinary Resolution.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was put to a vote:-

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act (the “**Companies Act**”), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (defined below), whether by way of:
- (i) on-market purchases on the SGX-ST (each an “**On-Market Share Purchase**”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act, which scheme(s) shall satisfy all conditions prescribed by the Companies Act and the Listing Manual (each a “**Off-Market Share Purchases**”);
- and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (“**Share Purchase Mandate**”);
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase 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 relating to the Share Purchase Mandate and expiring on:
- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, whichever is earlier;
 - (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting; or
 - (iii) the date on which the Share Purchase is carried out to the full extent mandated,

whichever is the earliest;

(c) in this Resolution:

"Prescribed Limit" means five per cent (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings as defined in the Listing Manual of the SGX-ST) as at the date of passing of this Resolution, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date of this Resolution and expiring on the date on which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier;

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

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

where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day of the On-Market Share Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs during the relevant five (5) Market Days and the day on which the On-Market Share Purchase by the Company or, as the case may be, the day of making of the offer pursuant to the Off-Market Share 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 or acquisition 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

"Market Day" means a day on which the SGX-ST is open for trading in securities;

- (d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company; either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and
- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated authorised by this resolution relating to the Share Purchase Mandate."

Valid votes received, were displayed on the screen, as follows:

Number of valid votes "For"	:	252,785,601 (95.23%)
Number of valid votes "Against"	:	12,671,600 (4.77%)
Total number of valid votes received	:	265,457,201

Based on the results, the Chairman declared the ordinary resolution carried.

12. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE SCRIP DIVIDEND SCHEME - RESOLUTION 10

Resolution 10 is to seek shareholders' approval for the Directors to allot and issue new shares from time to time pursuant to the Scrip Dividend Scheme. The details of the Scrip Dividend Scheme have been announced on 12 April 2024.

The Chairman proposed the following motion and a shareholder seconded the motion. The motion was put to a vote:-

"That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new ordinary shares in the Company as may be required to be allotted and issued pursuant to the CSE Global Limited Scrip Dividend Scheme."

Valid votes received, were displayed on the screen, as follows:

Number of valid votes "For"	:	251,175,601 (95.01%)
Number of valid votes "Against"	:	13,183,100 (4.99%)
Total number of valid votes received	:	264,358,701

Based on the results, the Chairman declared the ordinary resolution carried

There being no other business to transact, the Chairman declared the AGM of the Company closed at 4.30 p.m.

At this juncture, the Board members and the Group Chief Financial Officer expressed their gratitude and thanks to Mr Lim Ming Seong for leading the Board during his tenure as Chairman of the Board and wished him well in his future endeavours.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LIM MING SEONG
CHAIRMAN OF THE AGM HELD ON 29 APRIL 2024



Annual General Meeting Group CEO Presentation

29 April 2024

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About CSE Global

We are a solutions provider that serves customers across a global network.

We use our engineering experience and diverse skill sets to design and build customized, integrated systems for our customers that solve their problems.

You can count on us

We are a trusted industry partner to governments and renowned brands, globally.



Listed on the
Singapore Exchange
since **1999**

No problem is too big (or too small) for us

With our team being highly-skilled engineers with deep technical capabilities at our core, we thrive on delivering complex projects across industries.

 **80%**
highly-skilled
engineers & technicians

We deliver what you need in a socially responsible way

Our smart systems are built-to-needs and highly customized to meet customers' needs.

 **Greener**
& smarter solutions

We deliver consistent profitability and returns to shareholders, and chart a clear growth path

We have generated steady, reasonable returns and always seek ways to enhance shareholder value.

 **36 years**
of profitable growth

We invest in our people

We believe in being collaborative, and people-centric, with our team culture and employee well-being as important areas of focus.



Supportive
& open culture

RELIABLE • RESOURCEFUL • TAILORED • SEAMLESS • SINGLE SOURCE SOLUTION

▪ Engineering

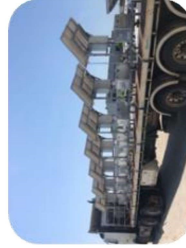
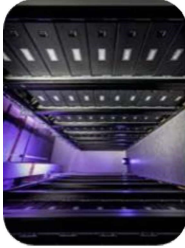
▪ Procurement

▪ Manufacturing

▪ FEED &
Concept Studies

▪ Assembly &
Development

▪ Commissioning
& Maintenance



 **90%**
repeat customers

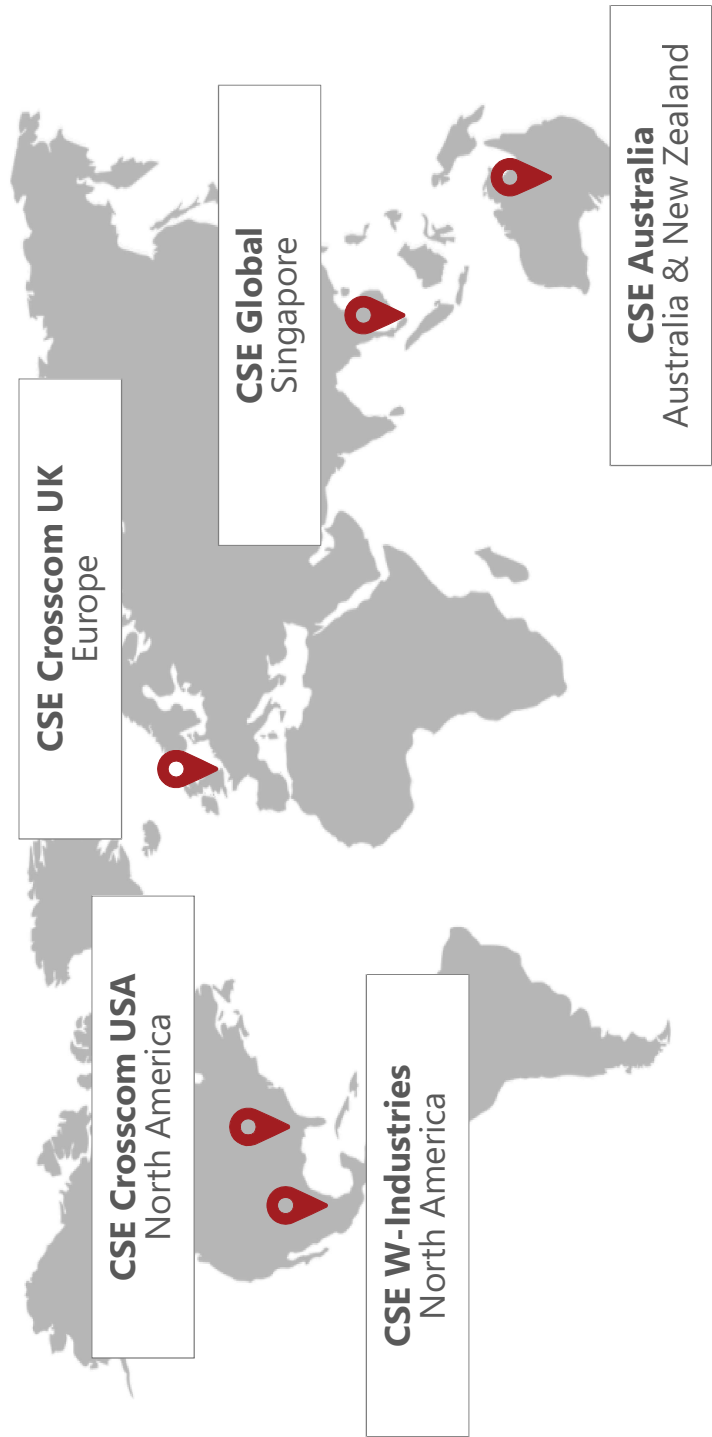
30 years
long-standing
customers


Our Global Footprint

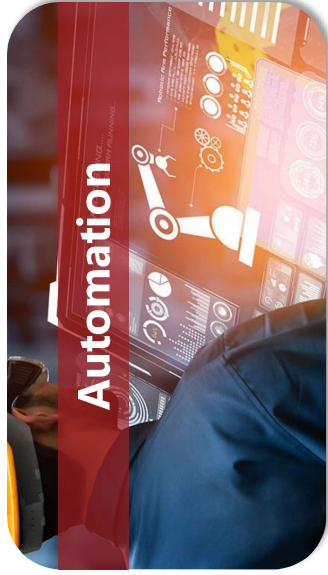
16
countries

58
offices

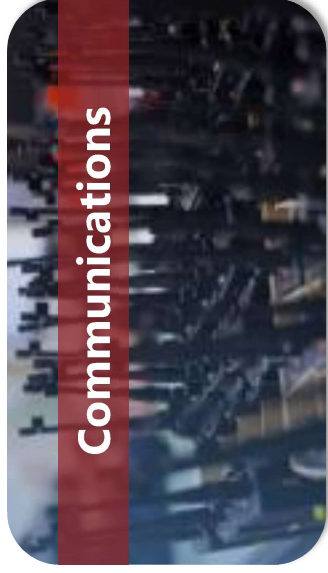
~2,000
employees



Our Business



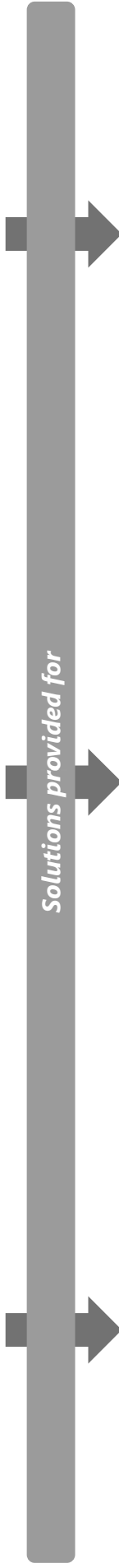
Automation



Communications



Electrification



Solutions provided for

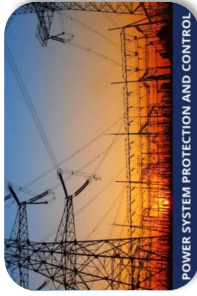
Flow Business Projects

- Recurring; ~90% of revenue
- Complete, end-to-end 'program' solutions developed from concept to final commissioning and handover
- Includes Brownfield and Small Greenfield Projects that tend to be recurring in nature

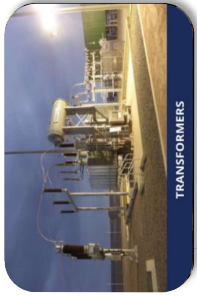
Large Greenfield Projects

CSE

Our Solutions - Electrification



POWER SYSTEM PROTECTION AND CONTROL



TRANSFORMERS



ENERGY MANAGEMENT SYSTEMS

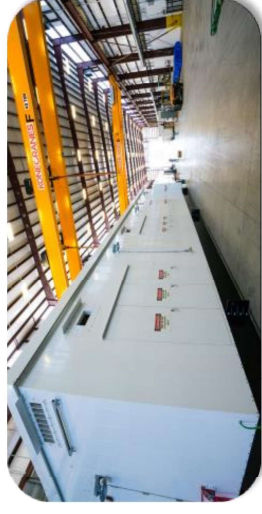
Power Systems Protection & Control Solutions

- Power system protection and control
- Automation and communications systems for substations and switchyards
- Power asset management, monitoring and diagnostics
- Power transformers for renewable energy generation and storage
- Motor starting equipment and management
- Electrical equipment sales, maintenance and onsite servicing
- Device data collection, analytics and advisory



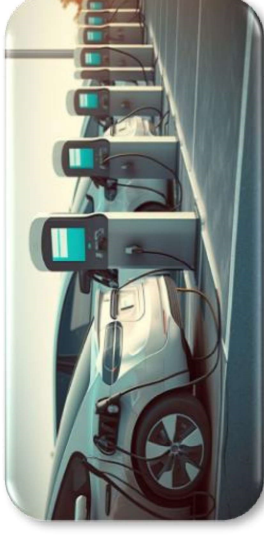
Data Centres

Provision of data center electrification solutions to power 24x7 operations with switchgears, RPPs, busway, and prefabricated modular solutions in modular eHouses and skids.



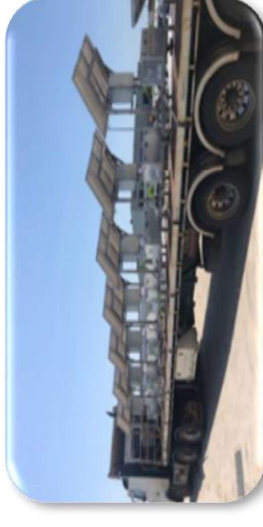
Electrical Equipment Centers

Provides design, procurement and integration of various electrical equipments in an enclosure, such as HVAC systems, fire & gas detection, systems UPS systems, switchgears, battery systems, and protection and control panels.



Electric Vehicle Charging Infrastructure

Design, engineering and integration of charging station systems to the grid.



Solar Skids Package

Design, engineer and manufacture of solar skids which provide a reliable and efficient transportable solution, including the capacity to provide solar power with battery backup for deployment in remote or harsh environments

Our Solutions - Communications



VSAT Satellite Communications Networks
Typically used in remote areas where conventional telecommunications are not accessible, or to backup other communications to form high reliability networks.



Fibre Optic Systems
Offer the highest throughput of all commonly used forms of communications; more secure and reliable than copper or wireless networks.



Microwave Radio Systems
Provide point-to-point or point-to-multipoint communications; complete system engineering for microwave systems.



LAN/WAN Networks
Design and construction services for LAN and WAN networks using fibre, copper, wireless or combinations or these mediums.



Conventional & Trunked Radio Systems
Complex digital trunked systems providing highly reliable, secure communications that can be delivered across a single site.



CCTV, Access, Control & FIDS Systems
High quality CCTV systems designed for remote monitoring of plant and equipment as well as providing surveillance for security applications.



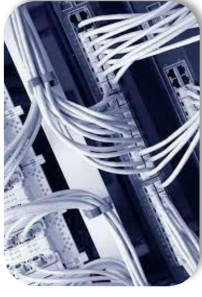
Telephone Networks
Plant-wide telephone networks connected to, or integrated with, large corporate telephony networks are essential infrastructure for almost all industrial plants.



Public Address & General Alarm Systems (PAGA)
Essential safety systems which alert personnel within a plant in the event of an emergency.



SCADA & Telemetry Networks
Design and construction of high reliability SCADA/Telemetry networks, including the integration of legacy serial systems with IP-based systems.



IP-Based Networks
IP (Internet Protocol) network designs to enable IP devices to communicate with other devices while protecting them from unauthorised access.



Our Solutions - Automation



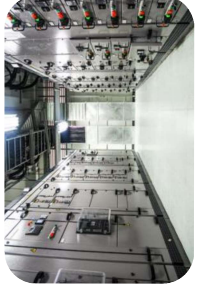
Process Control Systems

Hybrid or PLC-based systems which monitor and control the facility and auxiliary processing equipment.



Supervisory Control & Data Acquisition

Industrial control computer system that monitors and controls an industrial infrastructure or facility, from a central location



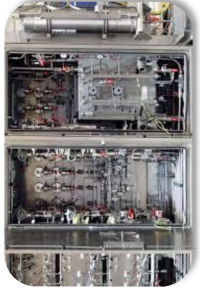
Remote Power Line Distribution Construction Services

Safety critical systems to ensure protection of plant and personnel in potentially hazardous environments.



Subsea Control Systems

PLC-based control system installed on production facilities, to monitor and control subsea wellheads.



Wellhead Control Systems

Used to control dry wellhead valves and flowlines, in single or multi-headed wellhead systems; often interfaced to and/or controlled by the facility safety system.



Road Traffic Management & Control Systems

Application of advanced technologies for more effective road transportation



Safety Shutdown Systems

Implemented to ensure protection of plant and personnel in potentially hazardous environments



Process Skid Systems

The chemical injection system disperses a wide array of treatment chemicals into the production flow lines.



Plant Information Management Systems

Information infrastructure that transforms real-time data into operation intelligence and integrates production information with the enterprise business system.



Specialised Furnace Systems

The design, engineering and supply of industrial multi-hearth furnace systems for industrial processing of materials.





Business Overview

Business Updates

1

FY2023 Highlights

- Current global economic outlook and inflationary pressures continue to present uncertainties in the markets
- The Americas region returns to profitability
- Gross margin relatively stable around 27.6% in FY2023 vs 26.2% in FY2022
- EBITDA margin of 8.8% in FY2023 as compared to 6.0% in FY2022
- Higher order intake of S\$990.2 million in FY2023
- Order book stood robust at S\$730.6m as at 31 December 2023

2

Segmental Performance

Building on diversification initiatives, with a focus on **Electrification in USA and ANZ** and **Communications in ANZ, SG, UK & USA**

1. Electrification

- Securing more water/wastewater and power distribution projects to support rising demand of power
- Actively pursuing opportunities in renewables, energy storage, data centres and related infrastructure in USA and ANZ

2. Communications

- Strengthening Communications business in ANZ/UK through integration/optimization of acquired businesses
- Pursue new acquisitions to grow our Communications business in USA
- Focus on critical communications and security solutions
- Consistent flow revenues and profitable

3. Automation

- Stable stream of project and maintenance revenues
- Focus on infrastructure related business

CSE Global

3

Key Strategies

- Small greenfield/ brownfield projects (Gulf of Mexico)
- Renewables projects
- Power / data center projects
- Radio, Voice & Data Communications

Americas

1. Energy

- Energy solutions

Australia / NZ

UK

- Radio, Voice & Data Communications

Australia / NZ

- Radio, Voice & Data Communications

- Singapore Government Security, transport & communications-related projects

Singapore

2. Infrastructure

4

Acquisition Strategy

- Acquisition remains a key growth strategy
- Focus areas will be in complementary and adjacent capabilities:
 - Electrification and critical communications
 - USA, Europe and Australia/New Zealand
- Will acquire within means, whenever suitable opportunities arise
 - No high gearing

Group Performance in FY2023

Revenue

S\$725.1m

▲ 30.0%

Order Intake

S\$990.2m

▲ 20.9%

EBITDA

S\$63.6m

▲ 90.5%

Cashflow from Operations

S\$72.0m

▲ 692.6%

Net profit

S\$22.5m

▲ 372.4%

Return on equity

10.4%

▲ 8.2p.p

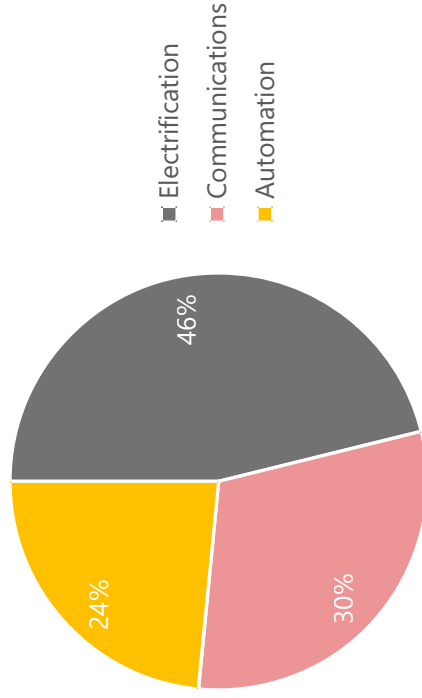
Summary of Financials

S\$ million	FY2023	FY2022	Change
Revenue	725.1	557.7	30.0%
Gross profit	199.9	146.2	36.7%
Operating expenses	(161.5)	(138.0)	17.0%
EBITDA	63.6	33.4	90.5%
Net profit attributable to equity owners of the Company	22.5	4.8	372.4%
Gross margin (%)	27.6%	26.2%	1.4pp
EBITDA margin (%)	8.8%	6.0%	2.8pp
Net margin (%)	3.1%	0.9%	2.2pp
Net cash generated from operations	72.0	9.1	692.6%
Net cash/(debt)	(76.0)	(72.2)	5.3%
Order intake	990.2	818.7	20.9%
Order book	730.6	480.1	52.2%
ROE (annualised)	10.4%	2.2%	8.2pp

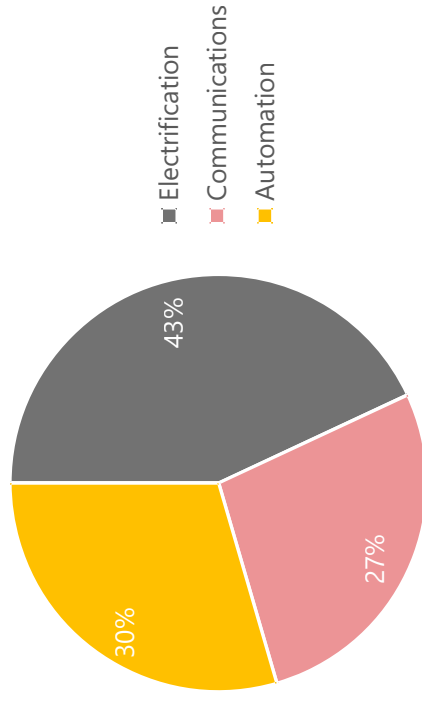
FY2023: Revenue Breakdown By Business Segments

S\$ million	FY2023	FY2022	YoY %
Electrification	334.5	240.1	39.4%
Communications	220.5	153.1	44.0%
Automation	170.0	164.5	3.3%
Total	725.1	557.7	30.0%

FY2023



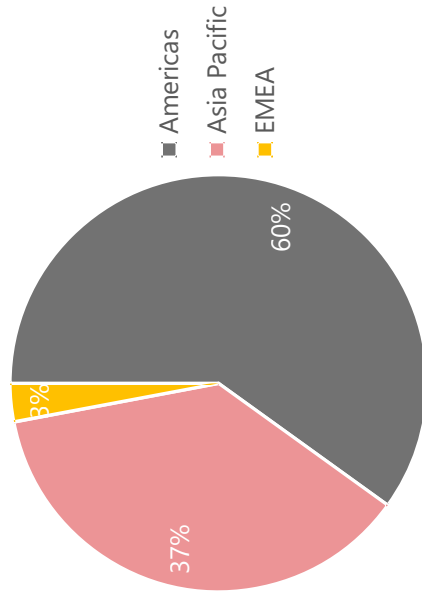
FY2022



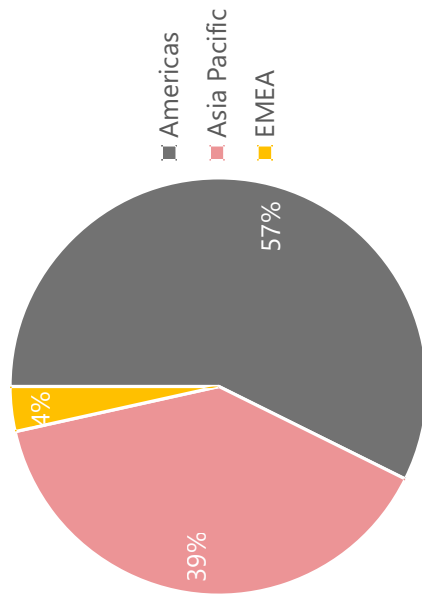
FY2023: Revenue Breakdown By Geographical Segments

S\$ million	FY2023	FY2022	YoY %
Americas	434.6	319.7	35.9%
Asia Pacific	268.9	218.6	23.0%
EMEA	21.5	19.4	10.9%
Total	725.1	557.7	30.0%

FY2023



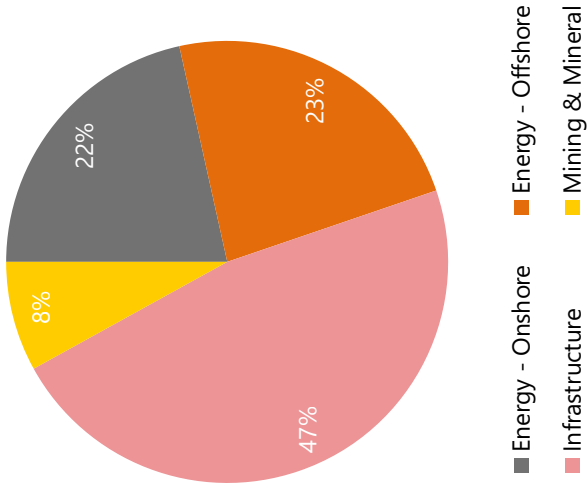
FY2022



FY2023 Revenue Breakdown By Industry Segments

We have a sizeable base of loyal customers. Some of our customers have been with us for over 30 years, and 90% are repeat customers.

FY2023

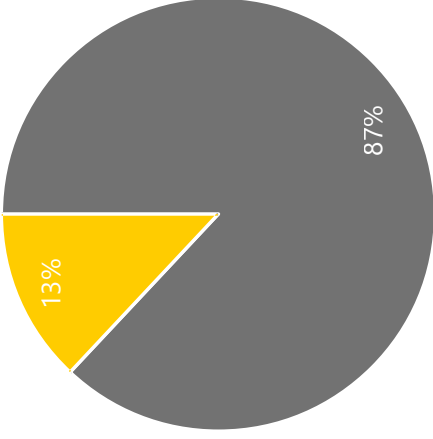


S\$ million	FY2023	FY2022	YoY %
Energy - Onshore	156.0	134.6	15.9%
Energy - Offshore	168.5	142.1	18.6%
Infrastructure	342.3	219.4	56.1%
Mining & Mineral	58.1	61.6	-5.6%
Total	725.1	557.7	30.0%

Infrastructure: Power, Water, Waste Treatment & Transportation

FY2023 Revenue Breakdown By Projects

FY2023

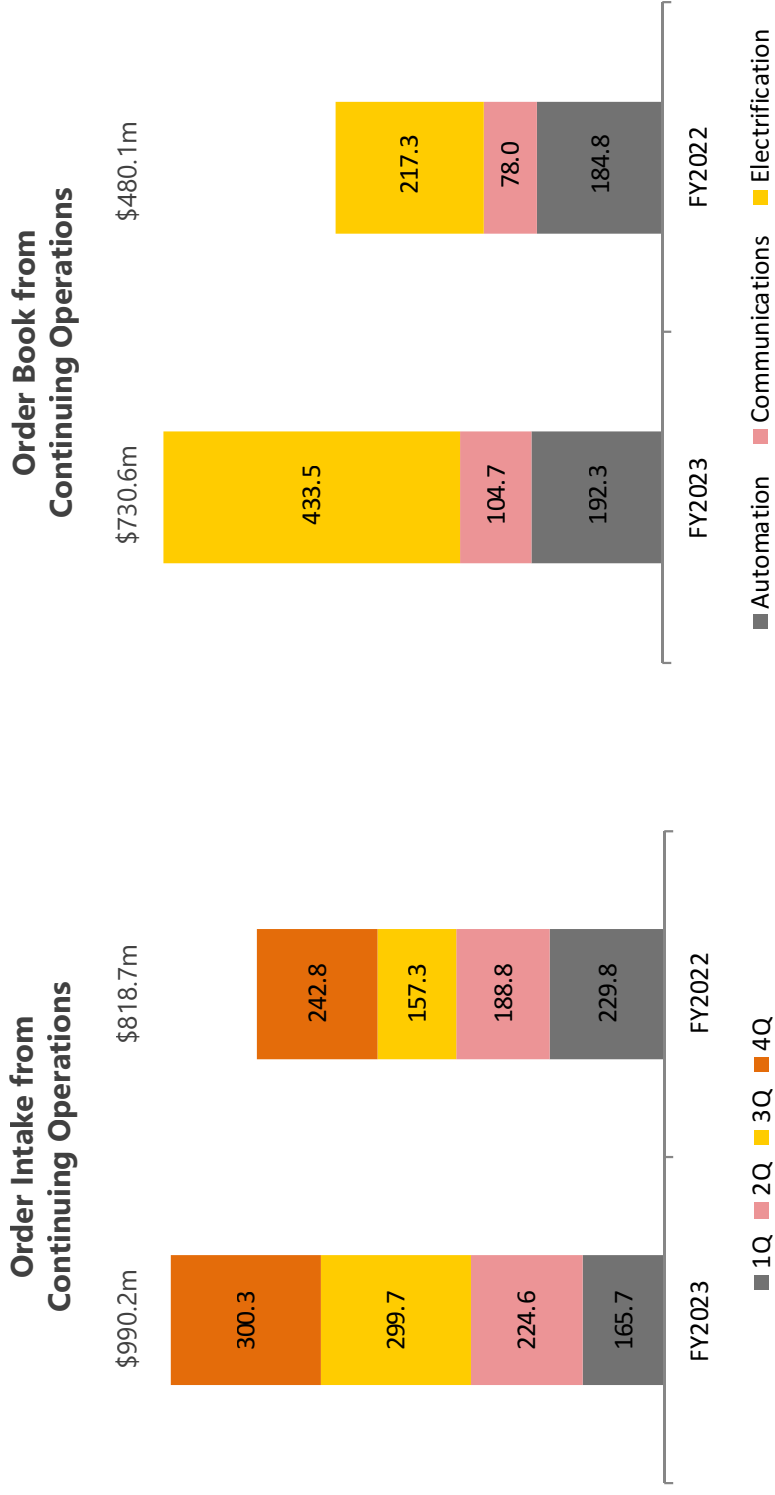


■ Flow Business ■ Large Greenfield Projects

S\$ million	FY2023	FY2022	YoY%
Flow Business *	629.6	502.5	25.3%
Large Greenfield Projects	95.5	55.2	73.0%
Total	725.1	557.7	30.0%
Flow Business %	87%	90%	

*Includes Brownfield and Small Greenfield Projects which tend to be recurring in nature

FY2023 Order Intake/Book By Geographical Segments



Order Intake and Order Book by Business Segments

S\$ million	Order Intake			Order Book		
	FY2023	FY2022	YoY%	FY2023	FY2022	YoY%
Automation	181.5	267.2	-32.1%	192.3	184.8	4.1%
Communications	247.7	156.1	58.7%	104.7	78.0	34.3%
Electrification	561.1	395.4	41.9%	433.5	217.3	99.5%
Total	990.2	818.7	20.9%	730.6	480.1	52.2%

CSE

Growth Strategy

Growth Drivers – Emerging Megatrends

Urbanisation



- Currently, 56% of the world's population (4.4 billion) live in cities.
- According to The World Bank⁽¹⁾, this figure is expected to be more than doubled by 2050.

Electrification



- Process of substituting fossil-fuel sources of power with electricity generated from renewable energy sources (One of the most important strategy for reducing CO₂ emissions).
- According to Precedence Research⁽²⁾, the Global Electrification Market will reach a size of US\$172.9 billion by 2032, growing at a CAGR of almost 9% between 2023 and 2032.

Decarbonisation



- Process of removal or reduction of CO₂ output into the atmosphere.
- Plays a very important role in limiting global warming.
- According to Deloitte⁽³⁾, decarbonisation requires a fundamentally different energy system, such as alternative energy sources based on green electricity and green molecules.

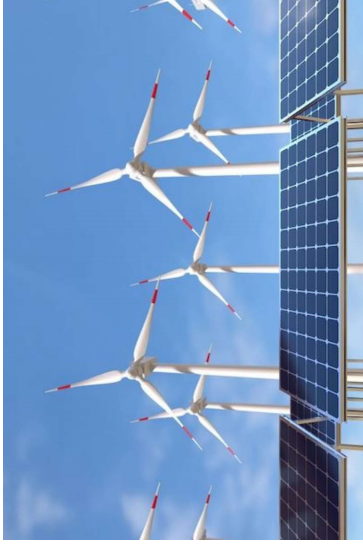
⁽¹⁾ The World Bank, April 2023 – Urban Development

⁽²⁾ Precedence Research, March 2023 – Electrification Market

⁽³⁾ Deloitte Article – What is decarbonisation?

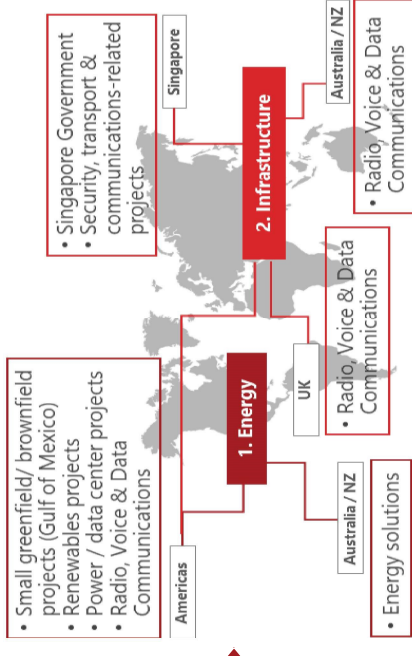
Growth Strategy – Diversification and Expansion

Diversification into new markets brought about by emerging trends



- Increasing demand for key products such as:
 - ✓ Power systems protection and control solutions
 - ✓ Critical communications
 - ✓ Wind and Solar Systems
 - ✓ Battery energy storage systems
 - ✓ Electric-vehicle charging infrastructure

Expansion of engineering capabilities in key markets



- Acquisition remains a key growth strategy
- Focus areas will be in complementary and adjacent capabilities:
 - Energy and Infrastructure segments
 - USA, Europe and Australia/New Zealand
- Will acquire within means, whenever suitable opportunities arise

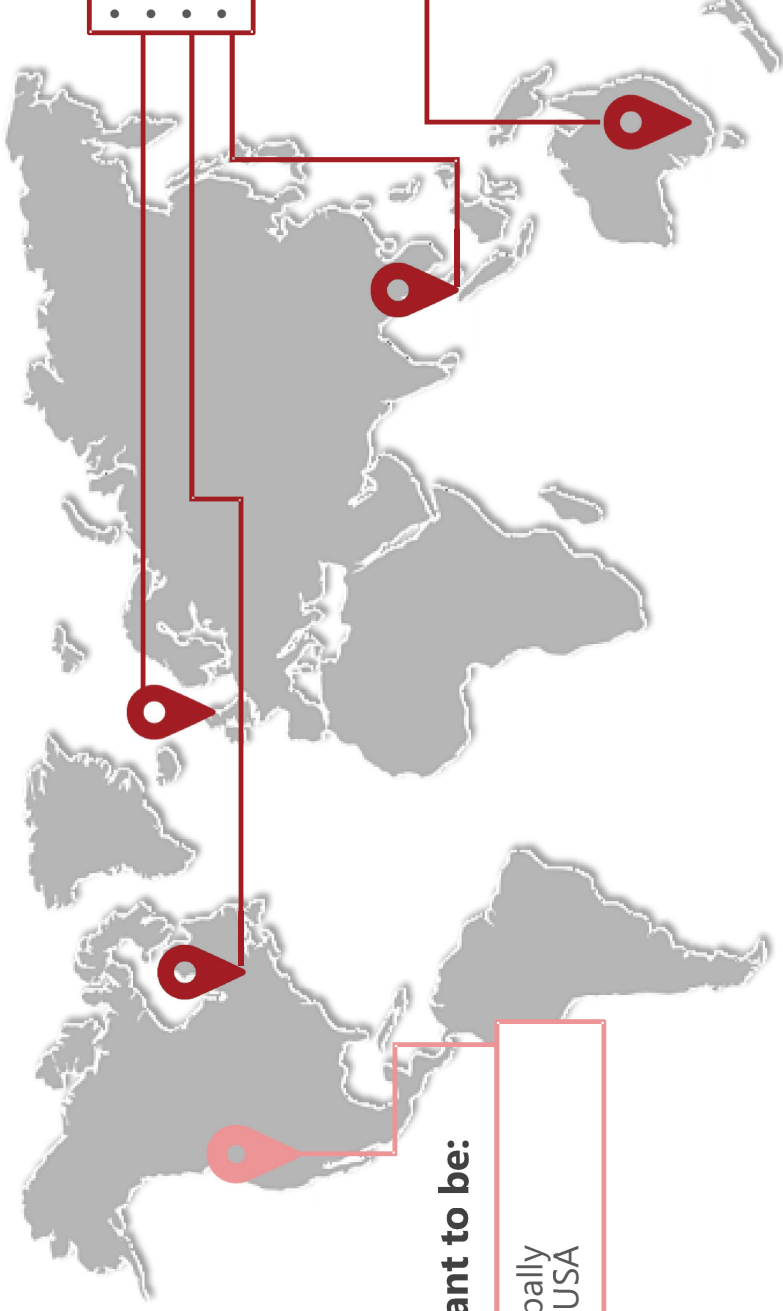
Growth Plans - Critical Communications

Our Solutions

- Private network
- Provides push-to-talk (PTT) and public switch telephone network (PSTN) using tetra radio/LTE network

Where we are today:

- UK
- USA
- Australia & New Zealand
- Singapore



Where we want to be:

- Operate globally
- Expand into USA

FY2024 Outlook

- The current global economic outlook and inflationary pressures continue to present uncertainties in the markets we operate. Despite these uncertainties in the macroeconomic environment, our strategy to focus in Electrification and Communications businesses will continue to yield positive outcomes for the Group in the future.
- In FY2023, CSE has achieved its goal of receiving S\$1 billion of new orders and generating 55% of the business from Infrastructure and Mining/Minerals customers, signifying a significant improvement in its performance and outlook.
- With a record order book of S\$730.6 million as at 31 December 2023 and continued growth in the Electrification and Communications businesses, CSE is well positioned to achieve a stronger financial performance in 2024.
- Going forward, on the back of a prudent cashflow management and optimal capital structure, we will expand our engineering capabilities and technology solutions (organically and through acquisitions), in automation, electrification and critical communications, to pursue new market opportunities and diversify into new markets brought about by the emerging trends towards urbanization, electrification and decarbonisation.

Dividend

S\$ million	FY2023	FY2022	FY2021
Dividend (cents):			
- Interim	1.25	1.25	1.25
- Final	1.50*	1.50	1.50
Payment date	26 June 2024 [#]		
Book closure	13 May 2024		
AGM	29 April 2024		

- Proposes final dividend of 1.5 cents per share to be approved by shareholders at AGM on 29 April 2024.
- # subject to scrip dividend scheme being approved

Scrip Dividend Scheme

- Scrip dividend scheme applies to any particular cash dividend (including interim, final, special or other dividend).
- Shareholder may elect to receive fully paid new shares in lieu of the cash amount of that dividend which is declared.
- Scrip dividend scheme will be applicable to the proposed final one-tier tax-exempt dividend of S\$0.015 per share in respect of the financial year ended 31 December 2023.

Rationale:

- Fund the growth and expansion
- Retention of cash would strengthen the working capital position
- Enhance financial flexibility

Scrip Dividend Scheme

Key information on the Scrip Dividend Scheme:

- All shareholders are eligible to participate in the Scrip Dividend Scheme, subject to the restrictions on Overseas Shareholders per paragraph 4.2 of our Scrip Dividend Scheme.
- No partial or permanent election.
- Fractional entitlements are rounded down to the nearest whole number and the fraction will be disregarded. No cash will be paid on such disregarded fraction of a new share.
- Issue price of the new share will be set at an amount no more than 10% discount to the average of the daily volume weighted average prices of the shares during the price determination period, or such other discount as may be permitted by the SGX-ST.

Scrip Dividend Scheme

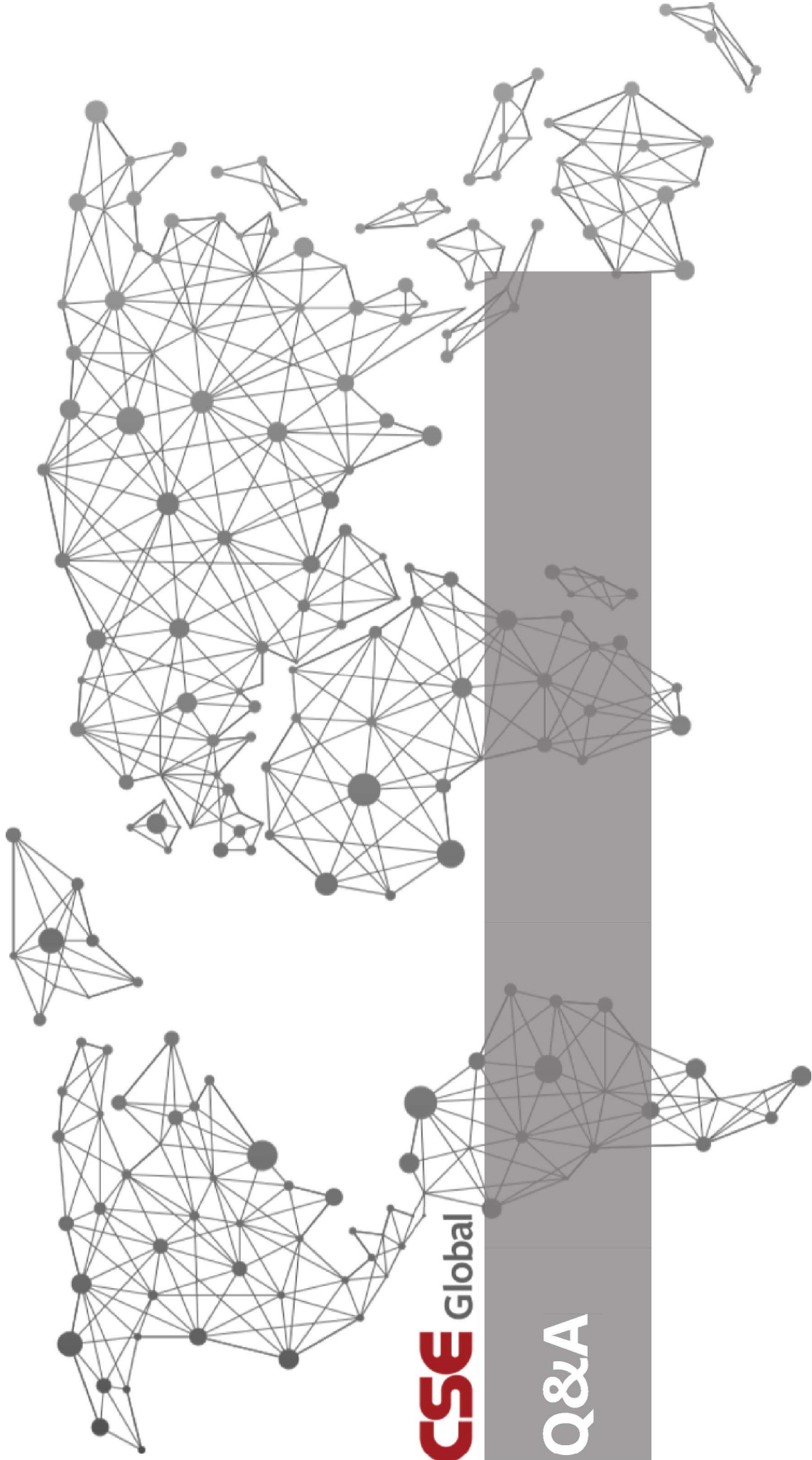
Application of Scrip Dividend Scheme to FY2023 Final Dividend

- Record Date: 10 May 2024 at 5pm.
- Eligibility: All shareholders are eligible to participate in the Scrip Dividend Scheme, subject to the restrictions on Overseas Shareholders per paragraph 4.2 of our Scrip Dividend Scheme. Overseas shareholders need to provide to Company's share registrar or CDP with addresses in Singapore by 7th May 2024 at 5pm.
- Notices of election to be despatched to eligible shareholders on 20 May 2024 and shareholders may elect to participate in the Scrip Dividend Scheme in respect of all, and not part only, of their holdings of shares.
- Issue price of new shares shall not be set at more than 10% discount to the average of the daily volume weighted average prices of the shares during the price determination period between 9 May 2024 and 10 May 2024 (both dates inclusive) (being the period commencing on the date on which the shares are first traded on an ex-basis and ending on the Record Date. The Company will announce the issue price on 10 May 2024.

Scrip Dividend Scheme

Application of Scrip Dividend Scheme to FY2023 Final Dividend

- Fractional Entitlements:
 - Where the number of new shares to be issued to a shareholder pursuant to the Scrip Dividend Scheme is not less than one (1) and includes a fraction, the number of new shares which will be issued to such shareholder will be rounded down to the nearest whole number and the fraction will be disregarded. No cash will be paid on such disregarded fraction of a new share.
 - Where the number of new shares to be issued to a shareholder pursuant to the Scrip Dividend Scheme is less than one (1), the dividend will be paid in cash. No new shares will be issued to such shareholder regardless of the election submitted.
- Last day for eligible shareholders to submit election notice is 31 May 2024 at 5pm.
- Dividend payment date for the new shares is on 26 June 2024.



CSE Global

Q&A

CSE GLOBAL LTD
(Incorporated in Singapore)

**QUESTIONS AND ANSWERS AT THE ANNUAL GENERAL MEETING
HELD ON 29 APRIL 2024**

Question:

I have been a shareholder some time back. I have serious concerns on the financial position of the Company and I have analysed the data since 2015. There are two positive points that I observed - consistent dividend payout and always optimistic in acquisitions and entering into new markets. In 2016, equity was 77% of asset and cash was 35% of assets. In 2023, equity is 77% of asset while cash was only 6.5% of asset. Earnings per share in the early years was always between 4 to 4.5 Singapore cents. Now, it is 2.5 Singapore cents. Profit in the early years hovered around 5% to 8%. Currently, profit stood at 3%. I think that the Company's financial position is not very strong coupled with projects run through a number of years. I have heard the CEO's presentation on the plan to improve project margin and EBITDA margin. Can the Board and Management share more insights into improving the financial position of the Company. I also have concerns over your continuous expansion by acquiring small local companies to enter into new markets. I do not see any synergies with such strategy and buying companies everywhere is just seen as spreading risk to different locations and different markets. I see a risk here and with a 3% profit, I find such strategy risky.

Answer:

CEO – The gross margin had been holding up quite well in the last few years and it is the net margin that is low. CSE is trying to diversify into new related business area such as Electrification and Critical Communication. When we divest into new related business, we need to invest in sales, marketing, and facilities as customers prefer us to be in close proximity to them. As a result, we do not see optimal utilization of these costs. For now, it is vital for CSE to get into optimal level of operations for Electrification and Critical Communication. The order intake in 2023 for Electrification was S\$500 million but revenue is not at that level. Hence, Management acknowledged that it is imperative for CSE to get into optimal utilization of the overheads and CSE envisaged that it will get into that optimal overhead utilisation in the next 2 to 3 years at operation level. We are not so optimistic on the Automation business and hence in 2023, we scaled down the overheads for this segment and we brought down the Selling, General and Administration Expenses (“SGA Expenses”). We will see an improvement in the EBITDA in 2024 and going forward. The current EBITDA margin is 8.8% and Management envisaged that the EBITDA margin will improve in the next few years and the cashflow position will also improve.

Question:

When the Company conducted the Right Issue, the debt position improved to 35%. The proceed from the recent private placement was meant for acquisition of new business. Which business segment are you acquiring? Do you foresee any external borrowing and what is the estimated debt level. Interest cost for FY2023 stood at S\$10.65 million. What was the interest rate in 2022 and 2023 and what is the expected interest expense in FY2024.

Answer:

CFO – The effective interest rate for 2023 and 2022 was 5.5% and 4.5% respectively. The increase was due to the increase of the FED rate in 2023. In 2024, we envisaged interest rate to remain stable and we will deploy more interest expense reduction strategy such as using cheaper currency facilities. Our cashflow from operations has also strengthened to S\$72 million in 2023 compared to S\$9.1 million. The improvement in the cashflow position was due to acceleration of billing milestones for our existing projects and structuring of newer contracts to bring forward payment milestones. All these would help to lower our cashflow requirement.

CEO – The proceeds from the private placement was earmarked to acquire companies in Australia and USA and the targeted business segment is in Critical Communication. We are in the different stages of the negotiation and due diligence at this juncture hence it is difficult for us to ascertain if we need more borrowings to fund these acquisitions. Typically, we acquire companies in the range of S\$10 million of S\$20 million per company.

Question:

Mr Lim Ming Seong, as Chairman of the Company, has contributed to CSE for the past 27 years and shareholders are thankful for your guidance. It was noted in the last year AGM that there was a question on the long-tenure of the Chairman and the Board had shared that long-tenure had been taken in consideration in terms of the board renewal process. I also understand from the Annual Report that should Mr Lim be re-elected at this AGM, he will be re-designated as Non-Executive Non-Independent Director but remains as Chairman.

If I may direct my question to the Independent Directors, please share rationale for the re-appointment of Mr Lim and also the succession plan for Mr Lim. Are there any difficulties in the succession planning and what are steps taken in terms of the succession planning.

Answer:

Tan Chian Khong (AC Chairman, Independent Director) – The Board has noted the long-tenure of Mr Lim Ming Seong. In recommending his re-appointment, the Board has considered that although he is non-executive Chairman, Mr Lim has been actively providing counsel and guidance to Management all these years. He has seen the ups and downs of the business all these years and was able to contribute effectively to the Board and the Board felt that it would be useful for the Company to continue to have Mr Lim's expertise on the Board.

The Board is cognizant that Mr Lim is a long-serving Chairman and hence, we have set up a committee to identify potential candidates that can match up to Mr Lim's track record to assume the Chairman role.

Sin Boon Ann (Independent Director) – I have served on CSE Board for more than 9 years and this will be my last term with CSE as I am stepping down as Independent Director to comply with the Listing Rules on the hard limit of 9 years for Independent Director. With regard to long-serving directors, it served a different purpose especially with regard to the leadership of the Company. We value the leadership provided by Mr Lim and the Board felt that the tenure does not need to be defined by a hard limit of 9 years and the succession be over a period of time. Nonetheless, CSE is currently working on the succession planning of the Chairman.

Question:

Echoing on the previous shareholder's concern on balance sheet, the Company has taken up a lot of debt and equity financing coupled with the proposed introduction of Scrip Dividend. All these seem to imply that the Company is tight on financing. We understand that there are uncertainties going forward but the current balance sheet does not have any buffer for unforeseen circumstances. It would make sense for CSE to pare down some debts, slow down the acquisition pace and build up the internal cashflow so as to have a war chest for unforeseen circumstances.

Answer:

CEO – We had a few acquisitions between 2018 to current because we are trying to build our Critical Communication and Electrification businesses. We bought small companies because we want to build the geographical presence. It is also less risky for CSE to acquire small companies as these companies would already have established their geographical presence. After the acquisition, we will supplement their know-how capabilities and enhance their technical offering and project management through taking on larger projects. We have been actively growing our Critical Communication business in Australia and we want to continue to strengthen our foothold in this segment in Australia, New Zealand and USA. The whole objective is to create a critical mass in these key locations so as to bring the overhead cost to an optimal utilization rate with the view to improve EBITDA margin. The same goes for the Electrification business and we are currently developing in-house capabilities and that is how we secure the project for data-centers. It is inevitable that the Company has to invest upfront first to get into new business area and then reap the rewards with the passage of time.

Chairman – CSE has went through a transformation phase for the last 5 to 6 years. CSE used to be primarily involved in Oil and Gas industry. Back then, the Board was cognizant that CSE has to diversify. Hence, today the Automation business only accounts for 30% as compared to 90% in the early days while Critical Communication and Electrification have increased their contribution. Today, CSE has three pillars of business instead of just focusing on the Automation business. We started the Critical Communication business in Australia, expanded into New Zealand and subsequently into UK, and now in USA. We see a lot of good opportunities in the USA for this business and thus it does make sense for us to grow this business in this location in order to maximise and optimise the cost utilization and the infrastructure there. FY2022 was a lackluster year with low profitability. However, in 2023, we secured record orders and order book and this order book will be delivered in 2024 and beyond. Therefore, CSE is quite confident that we will deliver better EBITDA and net margins. On the debt issue, Management had worked very hard to bring the net debt/equity ratio down to 0.35x and Management is mindful of the interest expenses and will continue to manage this aspect carefully along the way. Any contemplated acquisitions would be either in the combination of equity or cash funding. Typically, we only acquire companies in related or adjacent business segment with the view to expand our geographical coverage and customer base. Hence, if an opportunity comes along and the acquisition is yield accretive to our earnings, it will make commercial sense for us to acquire. Currently, approximately 60% of our business are not there 5 to 6 years back. This demonstrated that our diversification strategy has come to fruition and we are seeing the reward now and will continue in the years to come.

Question:

I have been a shareholder for the past 10 years. I understand that CSE started off as an Oil and Gas company and deliver consistent dividend all these years. I also understand that the Board has changed the direction of the business in order to take CSE forward. I observe that you expand the business horizontally and not vertically. For example, expanding your critical communication business to your Oil and Gas segment.

As shareholder, we expect good returns via dividend. Hence, the dividend payout should commensurate with the level of profitability and not remain stagnant throughout the good and bad years.

Lastly, how does the recent placement of 60 million new shares affect retail shareholders like us.

Answer:

Chairman – The Critical Communication business started in Perth and at that time, we acquired a communication company in the Oil and Gas segment and from there we expanded into different locations within Australia. We then slowly move into UK and USA.

On the dividend front, we made the decision to pay 2.75 Singapore cents some years back as the business was good but the share price was underperforming. Hence the Board decided to reward long-term shareholders through dividend. Notwithstanding the lackluster performance in FY2022, the Board continued to maintain the dividend at the same level of 2.75 Singapore cents as the Board believes that shareholders should be rewarded with a decent and reasonable return relative to growing the business. We currently pay 75% of the profit in the form of dividend and we will continue to be mindful of rewarding shareholders.

CEO – The proceeds from the private placement of 60 million new shares is approximately S\$24 million. The proceeds will be slated for acquisitions and we are looking at 6 to 7 times earnings multiples for these acquisitions. Hence, it should be accretive on EPS and will strengthen the overall performance of CSE.

Question:

I would like to understand further on your business strategy. For Critical Communication business, who are your competitors? Do we have in-house capability?

Answer:

CEO – We do third party hardware/software and we also engage third party to do civil works. CSE's strength is to get third party hardware/software to integrate and provide a solution to customers. In Singapore, CSE owns a dedicated spectrum that we can use for our customers. CSE's role is to provide alternative communication solutions to the local telecom providers . Similarly, we offer such solutions to customers in Australia, UK and USA. Our customers in Singapore include Singapore Government agencies. These customers require secured communication network. Hence, our role is to provide critical or high integrity communication solutions and this is how we differentiate ourselves from the local telecom providers.