

# Notice Of Annual General Meeting

## Important Notes to Shareholders

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will NOT be sent to members. Instead, this Notice will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed on the Company's website at the URL <https://casa.sg>
2. The Annual Report 2021 may be accessed at the Company's website at the URL <https://casa.sg> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be convened and held by way of electronics means on Friday, 31 December 2021 at 10.00 a.m. to transact the following business:-

## AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements of the Company for the year ended 30 September 2021 and the Directors' Statements and the Auditors' Report thereon. *(Please see explanatory note 1)*
2. To declare a final one-tier tax exempt dividend of 0.5 cents per share for the financial year ended 30 September 2021. **(Resolution 1)**
3. To approve the Directors' fees of S\$151,000 for the financial year ended 30 September 2021 (30 September 2020: S\$151,000). **(Resolution 2)**
4. To re-elect Mr. Lim Yian Poh ("Mr. Lim") retiring pursuant to Article 107 of the Company's Constitution. **(Resolution 3)**  
*(Please see Explanatory note 2)*
5. Contingent upon the passing of Resolutions 3 above and 5 below, shareholders to approve Mr. Lim's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Mainboard Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST") which takes effect from 1 January 2022, and such Resolution shall remain in force until the earlier of the following:  
  
Mr Lim's retirement or resignation; or  
the conclusion of the third AGM following the passing of this Resolution. **(Resolution 4)**  
*(Please see Explanatory note 3)*
6. Contingent upon the passing of Resolutions 3 and 4 above, shareholders (excluding the Directors and the Chief Executive Officer ("CEO") of the Company, and the respective associates of such Directors and CEO) to approve Mr. Lim's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which takes effect from 1 January 2022, and such Resolution shall remain in force until the earlier of the following:  
  
Mr Lim's retirement or resignation; or  
the conclusion of the third AGM following the passing of this Resolution. **(Resolution 5)**  
*(Please see Explanatory note 3)*
7. To re-elect Dr. Low Seow Chay ("Dr. Low") retiring pursuant to Article 107 of the Company's Constitution. **(Resolution 6)**  
*(Please see Explanatory note 4)*
8. Contingent upon the passing of Resolutions 6 above and 8 below, shareholders to approve Dr. Low's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST which takes effect from 1 January 2022, and such Resolution shall remain in force until the earlier of the following:  
  
Dr Low's retirement or resignation; or  
the conclusion of the third AGM following the passing of this Resolution. **(Resolution 7)**  
*(Please see Explanatory note 5)*

# Notice Of Annual General Meeting

9. Contingent upon the passing of Resolutions 6 and 7 above, shareholders (excluding the Directors and the Chief Executive Officer (“CEO”) of the Company, and the respective associates of such Directors and CEO) to approve Dr. Low’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which takes effect from 1 January 2022, and such Resolution shall remain in force until the earlier of the following:

Dr. Low’s retirement or resignation; or  
the conclusion of the third AGM following the passing of this Resolution.

**(Resolution 8)**  
*(Please see Explanatory note 5)*

10. To re-elect Mr. Stefan Matthieu Lim Shing Yuan retiring pursuant to Article 107 of the Company’s Constitution.

**(Resolution 9)**  
*(Please see explanatory note 6)*

11. To re-appoint Messrs Nexia TS Public Accounting Corporation as auditors of the Company and to authorise the Directors to fix their remuneration.

**(Resolution 10)**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

### 12. Authority to allot and issue shares

- (a) “That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
  - (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

- (i) 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 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 shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company’s total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
  - a) new shares arising from the conversion or exercise of convertible securities, or
  - b) new shares arising from exercising share options or vesting of share awards 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 of the Singapore Exchange Securities Trading Limited, and
  - c) any subsequent bonus issue, consolidation or subdivision of the Company’s shares, and

# Notice Of Annual General Meeting

- (ii) 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.”

**(Resolution 11)**

*(Please see explanatory note 7)*

13. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

## BY ORDER OF THE BOARD

Margaret Chak Lee Hung  
Company Secretary

16 December 2021

### Explanatory Notes:-

1. The audited financial statements is meant for discussion only as under the provisions of Section 201(1) of the Companies Act, Cap. 50 and Article 152 of the Company's Constitution, the audited financial statements need to be laid before the Company at its Annual General Meeting and hence, the matter will not be put forward for voting.
2. The information in accordance with Appendix 7.4.1 pursuant to Rule 720(6) of SGX-ST mainboard listing manual of Mr. Lim can be found on page 95 of the Annual Report.
3. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Mr. Lim, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered as an Independent Director from 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the Directors, the CEO and their respective associates.

As such, the Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) all shareholders and (B) shareholders, excluding the Directors, the CEO and their respective associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 4 and 5, if passed, will enable Mr. Lim to continue his appointment as an Independent Director pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and Provision 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company following this AGM.

Ordinary Resolution 4 is conditional upon Ordinary Resolution 5 being passed and vice versa. Both Ordinary Resolutions 4 and 5 are also conditional upon Ordinary Resolution 3 being passed. For the avoidance of doubt, if Ordinary Resolution 3 is not passed, Mr. Lim will cease to be a Director with effect from the date of the AGM of the Company, notwithstanding that Ordinary Resolutions 4 and/or 5 may be approved by shareholders at the AGM of the Company.

In the event that Ordinary Resolutions 4 and/or 5 are/is not approved, Mr. Lim will continue to serve as the Chairman of the Audit and Remuneration Committees and member of the Nominating Committee up to and including 31 December 2021 and shall thereafter be re-designated as a Non-Independent Non-Executive Director with effect from 1 January 2022. In such circumstances, the Board will take steps to ensure that the Board has the appropriate number of Independent Directors with the relevant experiences in place to fulfil the requirements of the Listing Manual of the SGX-ST and Code of Corporate Governance, where applicable.

4. The information in accordance with Appendix 7.4.1 pursuant to Rule 720(6) of SGX-ST mainboard listing manual of Dr. Low can be found on page 95 of the Annual Report.
5. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Dr. Low, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered as an Independent Director from 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the Directors, the CEO and their respective associates.

As such, the Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) all shareholders and (B) shareholders, excluding the Directors, the CEO and their respective associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 7 and 8, if passed, will enable Dr. Low to continue his appointment as an Independent Director pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and Provision 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company following this AGM.

# Notice Of Annual General Meeting

Ordinary Resolution 7 is conditional upon Ordinary Resolution 8 being passed and vice versa. Both Ordinary Resolutions 7 and 8 are also conditional upon Ordinary Resolution 6 being passed. For the avoidance of doubt, if Ordinary Resolution 6 is not passed, Dr. Low will cease to be a Director with effect from the date of the AGM of the Company, notwithstanding that Ordinary Resolutions 7 and/or 8 may be approved by shareholders at the AGM of the Company.

In the event that Ordinary Resolutions 7 and/or 8 are/is not approved, Dr. Low will continue to serve as the Chairman of the Board and Nominating Committee and member of the Audit and Remuneration Committees up to and including 31 December 2021 and shall thereafter be re-designated as a Non-Independent Non-Executive Director with effect from 1 January 2022. In such circumstances, the Board will take steps to ensure that the Board has the appropriate number of Independent Directors with the relevant experiences in place to fulfil the requirements of the Listing Manual of the SGX-ST and Code of Corporate Governance, where applicable.

6. The information in accordance with Appendix 7.4.1 pursuant to Rule 720(6) of the Listing Manual of the SGX-ST of Mr. Stefan Matthieu Lim Shing Yuan can be found on page 95 of the Annual Report.
7. The Ordinary Resolution no. 11 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

#### NOTE:

#### Participation in the AGM via live webcast or live audio feed

1. As the AGM will be held by way of electronic means, shareholders will NOT attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings. To do so, shareholders are required to pre-register their participation in the AGM (Pre-registration) at this link: <https://conveneagm.sg/casaholdingslimited> (AGM Registration and Q&A Link) by 29 December 2021 on 10.00 a.m. (Registration Deadline) for verification of their status as shareholders (or the corporate representatives of such shareholders). Upon registration, shareholders are required to verify their email and create a password.
2. Upon successful verification, each such shareholder or its corporate representative will receive an email from AGM@Convener by 29 December 2021 on 3.00 p.m. with the link to access the “live” audio-and-visual webcast or “live” audio only stream of the AGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by 29 December 2021 on 5.00 p.m. may contact the Share Registrar for assistance at +65 6236 3550/3555 or send email enquiry at SG.IS.Enquiry@sg.tricorglobal.com (during operating hours from 9:00 a.m. to 5:00 p.m.).

#### Voting By Proxy

A shareholder (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy 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. The proxy form (Proxy Form) for the AGM may be accessed at <https://conveneagm.sg/casaholdingslimited> and is available on the Company's website at the URL <https://casa.sg> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

3. SRS and CPF investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes **by 10.00 a.m. on 21 December 2021**.
4. The duly executed Proxy Form must be submitted to the Company in the following manner:
  - a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road #11-02, Singapore 068898 or
  - b) if submitted electronically, by sending a scanned pdf copy by email to [corporate@casa.com.sg](mailto:corporate@casa.com.sg), in either case not less than **48 hours** before the time appointed for the AGM.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

## Notice Of Annual General Meeting

5. The Company will treat any valid Proxy Form appointing other person(s) as proxy(ies) as a valid Proxy Form appointing the Chairman of the Meeting as the member's proxy to attend, speak and vote at the AGM.
6. Submission by a member of a valid Proxy Form appointing the Chairman of the Meeting as proxy at least **48 hours** before the time for holding the AGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that member.

### **Submission of questions prior to the AGM**

7. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre- registration via the AGM Registration and Q&A Link so that they may be addressed during the AGM proceedings.
8. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>, where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only stream.
9. The Company shall only address relevant and substantial questions received. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of AGM.

**Important Reminder: In view of the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the status of AGM. Shareholders are also strongly encouraged to submit completed proxy forms electronically via email.**