

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or the “Meeting”) of CSC Holdings Limited (the “Company” or “CSC”) will be held by way of electronic means on Thursday, 29 July 2021 at 10:00 am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Auditors’ Report thereon.

(Resolution 1)
2. To re-elect Mr Ong Tiew Siam, retiring pursuant to Regulation 104 of the Constitution of the Company.
[See Explanatory Note (i)]

(Resolution 2)
3. To re-elect Mr See Yen Tarn, retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
[See Explanatory Note (ii)]

(Resolution 3)
4. To approve the payment of Directors’ fees of up to S\$329,000 for the financial year ending 31 March 2022, to be paid quarterly in arrears (FY2021: up to S\$329,000).
[See Explanatory Note (iii)]

(Resolution 4)
5. To re-appoint KPMG LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 5)
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

7. Share Issue Mandate

“That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (“Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:-

- (a) (i) issue shares in the capital of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares 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 and Instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (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 percentage of issued shares 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 which were issued and outstanding or subsisting at the time of passing of this Resolution;
 - (b) new shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time of passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

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

[See Explanatory Note (iv)]

(Resolution 6)

8. Proposed Adoption of the Share Buy-Back Mandate

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the listing rules of the SGX-ST and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (“Shares”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) on-market purchase(s) (each a “Market Purchase”) on the SGX-ST; and/or
- (ii) off-market purchase(s) (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Listing Manual of the SGX-ST (“Listing Manual”) and the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Constitution of the Company and the Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally,

(the “Share Buy-Back Mandate”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the Relevant Period and expiring on the earliest of:
- (i) the conclusion of the next AGM of the Company is held or date by which such AGM is required by law to be held; or
- (ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate;
- (c) for purposes of this Ordinary Resolution:

“Maximum Limit” means ten per centum (10%) of the total number of issued ordinary shares of the Company as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued ordinary shares of the Company shall be taken to be the total number of the issued ordinary shares of the Company as altered by such capital reduction (the total number of ordinary shares shall exclude any ordinary shares that may be held as Treasury Shares by the Company and subsidiary holdings from time to time);

“Relevant Period” means the period commencing from the date of the passing of this Resolution and expiring on the earliest of the date the next AGM of the Company is held or is required by law to be held, or the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate, or the date the said mandate is revoked or varied by the Company in a general meeting;

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

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

in either case, excluding related expenses of the purchase or acquisition of Shares (the “Maximum Price”);

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

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- (d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;
- (e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permitted under the Companies Act; and

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

[See Explanatory Note (v)]

(Resolution 7)

By Order of the Board

Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries

Singapore
14 July 2021

Explanatory Notes:

- (i) Ordinary Resolution 2 is to re-elect Mr Ong Tiew Siam (“Mr Ong”), an Independent Non-Executive Director of the Company. Mr Ong will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and Risk Management Committee and a member of the Remuneration Committee. Mr Ong is considered independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Ong and the other Directors, the substantial shareholders of the Company or the Company.
- (ii) Ordinary Resolution 3 is to re-elect Mr See Yen Tarn (“Mr See”), an Executive Director of the Company. Mr See will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and Risk Management Committee. Mr See is the Group Chief Executive Officer. Save as disclosed in the Company’s Annual Report, there are no relationships (including immediate family relationships) between Mr See and the other Directors, the substantial shareholders of the Company or the Company.

Note: Information on Directors who are proposed to be re-elected as Directors of the Company can be found under sections entitled “Board of Directors” and “Disclosure of Information on Directors Seeking Re-election” in the Company’s Annual Report for the financial year ended 31 March 2021.

- (iii) Ordinary Resolution 4, if passed, will authorise the Company to make payment of fees to the Non-Executive Director and Independent Directors (including fees payable to members of the various Board Committees) for the financial year ending 31 March 2022 on a quarterly basis in arrears, for their services rendered during the course of the financial year. This will facilitate Directors’ compensation for services rendered in a more timely manner.

- (iv) Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders of the Company.
- (v) Ordinary Resolution 7, if passed, will empower the Directors of the Company to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time, during the Relevant Period, of up to the Maximum Limit at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the source of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate are set out in greater detail in the Letter to Shareholders in relation to the Proposed Adoption of the Share Buy-Back Mandate dated 14 July 2021 (“Letter to Shareholders”).

IMPORTANT NOTES ON THE FORTHCOMING AGM ARRANGEMENTS IN LIGHT OF COVID-19

1. The AGM of the Company is being convened, and will be held, by way of 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.
2. **Printed copies of this Notice of AGM, Proxy Form, Letter to Shareholders and Annual Report for the financial year ended 31 March 2021 (“2021 Annual Report”) will not be sent to members.** Instead, this Notice of AGM, Proxy Form, Letter to Shareholders and 2021 Annual Report are sent to members by electronic means via publication on the Company’s website at the URL <http://www.cschl.com.sg>; the website set up for the purpose of the AGM, at the URL <http://conveneagm.sg/csc2021> (“CSC AGM Website”); and SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For members who prefer to receive a printed copy of the Letter to Shareholders and/or 2021 Annual Report, please refer to the Annual Report Request Form published on the Company’s website, CSC AGM website and SGX website on how to make a request.
3. Due to the current COVID-19 restriction orders in Singapore, **members of the Company will not be able to attend the AGM in person.**

Alternative arrangements relating to, among others, (i) attendance at the AGM by way of electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream) (“2021 AGM Live Webcast”), (ii) submission of questions in advance of the AGM, (iii) addressing of substantial and relevant questions prior to the AGM and (iv) voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company’s announcement dated 14 July 2021. This announcement may be accessed at the Company’s website at the URL <http://www.cschl.com.sg>; the CSC AGM Website at the

URL <http://conveneagm.sg/csc2021> and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

4. **A member (whether individual or corporate) must appoint 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.** Members will also not be able to vote online on the resolutions to be tabled for approval at the AGM.
5. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of each of the resolutions in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Please refer to the detailed information set out in the Proxy Form.

6. Investors holding shares through the Central Provident Fund (“CPF”) or Supplementary Retirement Scheme (“SRS”) who wish to appoint the Chairman of the Meeting as proxy should not make use of the Proxy Form and should instead approach their respective CPF Agent Banks or SRS Operators to submit their votes (including pre-submission of questions) by 10:00 am on 19 July 2021, being at least seven (7) working days before the date of the AGM.
7. The Chairman of the Meeting, as proxy, need not be a member of the Company.
8. The Proxy Form appointing the Chairman of the Meeting as proxy, duly completed and signed, must be submitted to the Company no later than **10:00 am on 26 July 2021**, being 72 hours before the time appointed for holding the AGM, through any one of the following means:
 - (a) via electronic format accessible on the CSC AGM Website URL <http://conveneagm.sg/csc2021>; or
 - (b) by depositing a physical copy at the office of the Share Registrar of the Company, M&C Services Private Limited, at 112 Robinson Road, #05-01 Singapore 068902; or
 - (c) by sending a scanned PDF copy via email to gp@mnscsingapore.com,

failing which, the Proxy Form will not be treated as valid.

9. In the case of submission of the Proxy Form other than via the CSC AGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of its attorney or duly authorised officer. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form.

PERSONAL DATA PRIVACY

“Personal data” has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a member and proxy(ies) and/or representative(s) of a member.

By (a) submitting a Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) completing the pre-registration process to participate in the AGM in accordance with this Notice of AGM, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents, advisers or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents, advisers or service providers) of Proxy Form appointing the Chairman of the Meeting as the proxy for the AGM (including any adjournment thereof);
- (ii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (iii) processing of pre-registration for participation at the AGM for purpose of granting access to members to the 2021 AGM Live Webcast and providing them with any technical assistance when necessary;
- (iv) addressing substantial and relevant questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (v) enabling the Company (or its agents, advisers or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.