

Issuer & Securities

Issuer/ Manager

CSC HOLDINGS LIMITED

Security

CSC HOLDINGS LTD - SG1F84861094 - C06

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

13-Jul-2021 18:10:11

Status

New

Announcement Reference

SG210713MEETJKRW

Submitted By (Co./ Ind. Name)

See Yen Tarn

Designation

Director & Chief Executive Officer

Financial Year End

31/03/2021

Event Narrative

ANNUAL GENERAL MEETING::VOLUNTARY

| Narrative Type | Narrative Text |
|-----------------|---|
| Additional Text | <p>Please refer to the attached for:-</p> <ol style="list-style-type: none">1. Notice of Annual General Meeting ("AGM")2. Proxy Form3. Request Form4. Announcement relating to meeting arrangement for AGM |

Event Dates

Meeting Date and Time

29/07/2021 10:00:00

Response Deadline Date

26/07/2021 10:00:00

Event Venue(s)

Place

| Venue(s) | Venue details |
|---------------|--|
| Meeting Venue | The Annual General Meeting of the Company will be held by way of electronic means. |

Attachments

[Notice of AGM.pdf](#)

[Proxy Form.pdf](#)

[Request Form.pdf](#)

[Announcement AGM Meeting Arrangement.pdf](#)

Total size =1214K MB

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 gpb@mncsingapore.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.

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

ANNUAL GENERAL MEETING

PROXY FORM

(Please read notes overleaf before completing this form)

IMPORTANT:

1. The Annual General Meeting ("AGM" or the "Meeting") of CSC Holdings Limited 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. Due to the current COVID-19 restriction orders in Singapore, members of the Company will NOT be able to attend the Meeting in person and will also NOT be able to vote online on the resolutions to be tabled for approval at the AGM.
2. 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.
3. This Proxy Form is not valid for use by investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50) (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes **by 10:00 am on 19 July 2021**.

I/We, _____ (Name) _____ (NRIC/Passport No./Registration No.)
of _____ (Address)

being a member/members of **CSC HOLDINGS LIMITED** (the "Company" or "CSC"), hereby appoint(s) the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting ("AGM" or the "Meeting") of the Company to be held by way of electronic means on Thursday, 29 July 2021 at 10:00 am and at any adjournment thereof.

I/We direct the Chairman of the Meeting as my/our proxy to vote for or against, or to abstain from voting on, the resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the appointment of the Chairman of the Meeting as my/our proxy will be treated as invalid.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against", or "Abstain" from voting on, the relevant resolution, please tick [✓] within the relevant box provided below. Alternatively, if you wish the Chairman of the Meeting as your proxy to cast your votes both "For" and "Against" the relevant resolution, please indicate the number of shares in the relevant boxes provided below.)

| No. | Resolutions relating to: | Number of Votes For | Number of Votes Against | Abstain |
|--------------------------|---|---------------------|-------------------------|---------|
| Ordinary Business | | | | |
| 1 | Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2021 and Auditors' Report thereon | | | |
| 2 | Re-election of Mr Ong Tiew Siam as a Director | | | |
| 3 | Re-election of Mr See Yen Tarn as a Director | | | |
| 4 | Approval of Directors' fees of up to S\$329,000 for the financial year ending 31 March 2022, to be paid quarterly in arrears | | | |
| 5 | Re-appointment of KPMG LLP as Auditors and to authorise the Directors to fix their remuneration | | | |
| Special Business | | | | |
| 6 | Share Issue Mandate | | | |
| 7 | Proposed Adoption of the Share Buy-Back Mandate | | | |

Dated this _____ day of _____ 2021

Signature or Common Seal of Member(s)

| Total number of Shares in: | |
|----------------------------|--|
| (a) Depository Register | |
| (b) Register of Members | |

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes :

1. A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) maintained by The Central Depository (Pte) Limited, such member should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members maintained by or on behalf of the Company, such member should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, such member should insert the aggregate number of shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the shares held by the member.
2. Due to the current COVID-19 restriction orders in Singapore, members of the Company will NOT be able to attend the Meeting in person. 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 Meeting if such member wishes to exercise his/her/its voting rights at the Meeting. Printed copies of this proxy form will not be sent to members. Instead, this proxy form has been published via, and is available for download from, 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>.
3. Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50) (other than CPF/SRS investors) who wish to appoint the Chairman of the Meeting as proxy should approach their relevant intermediaries **as soon as possible** to submit their votes.

"Relevant intermediary" means:

- a banking corporation licensed under the Banking Act (Cap. 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
- the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act (Cap. 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10:00 am on 19 July 2021**, being at least seven (7) working days before the date of the AGM.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument 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 at the 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 gpb@mnscsingapore.com,

failing which, the instrument will not be treated as valid.

6. 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/her 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, on behalf of the corporation. 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 together with the instrument appointing the Chairman of the Meeting as proxy.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, Chapter 50.
8. Any alterations made in this instrument appointing the Chairman of the Meeting as proxy should be initialled by the member/person signing it.

General:-

The Company shall be entitled to reject an instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument appointing the Chairman of the Meeting as proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company. A depositor shall not be regarded as a member of the Company entitled to attend the Meeting and to speak and vote thereat unless his/her name appears on the Depository Register as at 72 hours before the time set for the Meeting.

PERSONAL DATA PRIVACY:

By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 July 2021.

14 July 2021

Dear Shareholders,

CSC Holdings Limited's Annual Report for the financial year ended 31 March 2021 ("2021 Annual Report") and Letter to Shareholders in relation to the Proposed Adoption of the Share Buy-Back Mandate dated 14 July 2021 ("Letter to Shareholders")

We are pleased to inform that electronic versions of the following documents are now available at the Company's website at the URL <http://www.cschl.com.sg>; CSC Holdings Limited's AGM Website at the URL <http://conveneagm.sg/csc2021> and SGX website at the URL <https://www.sgx.com/securities/company-announcements>:-

1. 2021 Annual Report;
2. Letter to Shareholders
3. The Annual General Meeting ("AGM") Notice; and
4. The Proxy Form for the AGM

The 2021 Annual Report and the Letter to Shareholders may be accessed at the URL <http://www.cschl.com.sg> by clicking on the tab titled "Newrooms" and selecting the hyperlink for "2021 Annual Report and the Letter to Shareholders".

The AGM Notice and the Proxy Form for the AGM may be accessed at the URL <http://www.cschl.com.sg> by clicking on the tab titled "Newrooms" and selecting the hyperlink for "AGM Notice and the Proxy Form for the AGM".

An internet browser and PDF reader are required to view the above-mentioned documents.

For shareholders who prefer to receive a printed copy of the 2021 Annual Report and / or Letter to Shareholders, please complete the request form below and email it to us to corp@cschl.com.sg by 22 July 2021.

By completing, signing and returning the request form to us, you agree and acknowledge that we and / or our service provider may collect, use and disclose your personal data, as contained in your submitted request form or which is otherwise collected from you or your authorised representative(s), for the purpose of processing and effecting your request.

Yours faithfully

For **CSC HOLDINGS LIMITED**

See Yen Tarn

Executive Director & Group Chief Executive Officer

REQUEST FORM

To : CSC Holdings Limited

Note : Incomplete or incorrectly completed forms will not be processed.

☐ I/We wish to receive a Printed Copy of 2021 Annual Report; and / or

☐ I/We wish to receive a Printed Copy of Letter to Shareholders.

Name(s) of shareholder(s): _____ NRIC/Passport Number(s): _____

The shares are held by me under or through (please tick):

☐ *CDP Securities Account Number; or

| | | | | | | | | | | | | | |
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☐ *CPF Investment Scheme (CPFIS) Account / Supplementary Retirement Scheme (SRS) Account

Address: _____

Signature(s) : _____ Date: _____

Note: This request form is valid for the 2021 Annual Report and Letter to Shareholders only.



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

ANNUAL GENERAL MEETING TO BE HELD ON 29 JULY 2021

The Board of Directors (the “**Board**”) of CSC Holdings Limited (the “**Company**” or “**CSC**”) wishes to announce the following:

(a) Annual Report and Letter to Shareholders

The Company has today posted its Annual Report for the financial year ended 31 March 2021 (“**2021 Annual Report**”) and Letter to Shareholders in relation to the Proposed Adoption of the Share Buy-Back Mandate dated 14 July 2021 (“**Letter to Shareholders**”) via SGXNet. The 2021 Annual Report and Letter to Shareholders are also available for download from the Company’s website at the URL <http://www.cschl.com.sg>; and the website set up for the purpose of the forthcoming Annual General Meeting at the URL <http://conveneagm.sg/csc2021> (“**CSC AGM Website**”).

Printed copies of the 2021 Annual Report and Letter to Shareholders will not be sent to members of the Company (“**Members**”). For Members who prefer to receive a printed copy of the 2021 Annual Report and / or Letter to Shareholders, 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.

(b) Annual General Meeting

Reference is made to the following:

- (i) the COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time, which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means;
- (ii) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time, which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
- (iii) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) which provides additional guidance on the conduct of general meetings held on or before 30 June 2021 by electronic means; and
- (iv) the extension of the applicable period of temporary legislative for listed companies to, *inter alia*, conduct general meetings by electronic means beyond 30 June 2021, announced by the Ministry of Law on 6 April 2021,

the annual general meeting (“**AGM**” or the “**Meeting**”) of the Company is being convened, and will be held, by way of electronic means on Thursday, 29 July 2021 at 10:00 am.

Printed copies of the Notice of AGM and Proxy Form will not be sent to Members. Instead, the Notice of AGM and Proxy Forms are sent to Members by electronic means via publication on the Company’s website at the URL <http://www.cschl.com.sg>; CSC AGM Website at the URL <http://conveneagm.sg/csc2021>; and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Steps for pre-registration, pre-submission of questions and voting at the AGM

1. Participation at the AGM by way of electronic means

- (a) Due to the current COVID-19 restriction orders in Singapore, **Members will not be able to attend the AGM in person.** Members will also not be able to vote online on the resolutions to be tabled for approval at the AGM.
- (b) Members who pre-register may participate in the AGM by –
 - (i) watching and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream, via their mobile phones, tablets or computers ("**2021 AGM Live Webcast**");
 - (ii) submitting questions in advance of the AGM; and/or
 - (iii) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

2. Pre-registration for 2021 AGM Live Webcast

- (a) Members (including investors holding shares through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS Investors**")) who wish to participate in the 2021 AGM Live Webcast must pre-register (the "**Pre-registration**") through CSC AGM Website at the URL <http://conveneagm.sg/csc2021> to create an account, not later than 10:00 am on 26 July 2021 ("**Registration Deadline**"), to enable the Company to verify their status as Members.
- (b) Following the verification, authenticated Members will receive an email not later than 10:00 am on 27 July 2021 (the "**Confirmation Email**") on their authentication status and will be able to access the 2021 AGM Live Webcast using the account created.
- (c) Members who have registered by the Registration Deadline but do not receive the Confirmation Email by 10:00 am on 27 July 2021 should contact the Share Registrar of the Company, M&C Services Private Limited, at (65) 6228 0530 or gpb@mncsingapore.com as soon as possible.
- (d) Members are reminded that the AGM proceedings are private. Instructions on access to the 2021 AGM Live Webcast should therefore not be shared with anyone who is not a Member of the Company or otherwise not authorised to attend the AGM. Recording of the 2021 AGM Live Webcast in whatever form is also strictly prohibited.

Investors holding shares through relevant intermediaries - Pre-registration for 2021 AGM Live Webcast (including pre-submission of questions)

- (e) Investors holding shares through relevant intermediaries (other than CPF/SRS Investors) will not be able to pre-register for the 2021 AGM Live Webcast directly with the Company. Such investors who wish to participate in the 2021 AGM Live Webcast (including pre-submission of questions) should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the relevant intermediaries to make the necessary arrangements to pre-register.

3. **Members to Appoint the Chairman of the Meeting as Proxy**

- (a) 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.
- (b) 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.
- (c) The Chairman of the Meeting, as proxy, need not be a Member of the Company.

Investors holding shares through relevant intermediaries (including CPF/SRS Investors) – Proxy Appointment

- (d) The Proxy Form is not valid for use by investors holding shares through relevant intermediaries (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
- (e) Investors holding shares through relevant intermediaries (other than CPF/SRS Investors) who wish to appoint the Chairman of the Meeting as proxy should approach their relevant intermediaries as soon as possible to submit their votes.
- (f) CPF/SRS Investors who wish to appoint the Chairman of the Meeting as proxy should 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.

Corporate shareholder

- (g) If the appointor is a corporation, the Proxy Form must be executed either under its seal or under the hand of its attorney or duly authorised officer.

Submission of Proxy Form

- (h) 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:
 - via electronic format accessible on the CSC AGM Website at the URL <http://conveneagm.sg/csc2021>; or
 - 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
 - by sending a scanned PDF copy via email to gpb@mncsingapore.com,

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

4. **Submission of questions prior to the AGM**

- (a) Members will not be able to ask questions during the 2021 AGM Live Webcast, and therefore, it is important for Members to pre-register and submit their questions in advance of the AGM.
 - (b) Members who have any questions in relation to the items of the agenda of the AGM should send them in advance, by the Registration Deadline, via any one of the following means:
 - via the electronic format accessible on the CSC AGM Website at the URL <http://conveneagm.sg/csc2021>; or
 - by depositing a physical copy at the office of the Company at 120 Pioneer Road, #04-01, Singapore 639597; or
 - via email to the Company at corp@cschl.com.sg.
 - (c) When sending in their questions by post (physical copy) or email, Members are required to indicate (1) full name of Member; (2) identification / company registration number; (3) number of shares held in the Company; and (4) the manner in which such Members hold shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes, failing which the submission will be treated as invalid.
 - (d) The Company will endeavour to respond to substantial and relevant questions received from Members/investors holding shares through relevant intermediaries (including CPF/SRS Investors) via SGXNet and the Company's website prior to the AGM. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.
5. "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50, of Singapore.
6. Due to the evolving COVID-19 situation, the Company may be required to change its arrangements for the AGM at short notice. Members are advised to check the SGX website and the Company's website regularly for updates (if any).

By Order of the Board
CSC Holdings Limited

Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries

14 July 2021