

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

CSC HOLDINGS LIMITED

Security

CSC HOLDINGS LTD - SG1F84861094 - C06

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

27-Aug-2024 17:32:27

Status

New

Announcement Reference

SG240827MEETHODB

Submitted By (Co./ Ind. Name)

See Yen Tarn

Designation

Executive Director & Group Chief Executive Officer

Financial Year End

31/03/2024

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attachments for the:- <ol style="list-style-type: none">1. Minutes of Annual General Meeting ("AGM"); and2. Summary of Questions and Answers

Event Dates

Meeting Date and Time

30/07/2024 10:00:00

Response Deadline Date

27/07/2024 10:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	2 Tanjong Penjuru Crescent, #06-02, Singapore 608968.

Attachments

 [CSCHL AGM Minutes 30.7.2024.pdf](#)

 [Appendix 1 AGM Presentation Deck FY2024.pdf](#)

 [Appendix 2 Summary of Questions and Answers.pdf](#)

Total size = 3328K MB

CSC HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 199707845E)
("CSC" or the "Company")

MINUTES OF ANNUAL GENERAL MEETING

PLACE	: 2 Tanjong Penjuru Crescent, #06-02, Singapore 608968
DATE	: 30 July 2024 (Tuesday)
TIME	: 10:00 am
PRESENT	: As per Attendance List maintained by the Company.
IN ATTENDANCE/ BY INVITATION	: As per Attendance List maintained by the Company.
CHAIRMAN	: Dr Leong Horn Kee ("Dr Leong")

1. QUORUM

Dr Leong, Chairman of the Meeting ("Chairman"), introduced himself and welcomed shareholders to the annual general meeting of the Company ("AGM" or "Meeting").

There being a quorum, the Chairman declared the AGM open at 10:00 am.

2. INTRODUCTION

The Chairman introduced the Board members and Management, namely, Mr Ong Tiew Siam, Mr Tan Hup Foi @ Tan Hup Hoi ("Mr Tan Hup Foi"), Mr See Yen Tarn (also Group Chief Executive Officer), Mr Koo Chung Chong (also Deputy Group Chief Executive Officer/Group Chief Operating Officer/Chief Sustainability Officer) and Mr Yen Chee Loong, Group Chief Financial Officer ("CFO"). He also conveyed apologies on behalf of Mr Ng San Tiong Roland who was unable to attend the Meeting due to an overseas business travel.

The Company Secretaries and the Audit Partner-in-Charge from KPMG LLP were also present at the Meeting.

The Chairman also informed shareholders that Mr Tan Hup Foi, who had served on the Board for more than 18 years, would step down as Independent Director with effect from the conclusion of the AGM, in line with the listing rule requirements of the Singapore Exchange Securities Trading Limited. Accordingly, Mr Tan Hup Foi would cease to be Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee and Risk Management Committee.

On behalf of the Board, the Chairman thanked Mr Tan Hup Foi for his invaluable contributions and guidance to the Company during his tenure on the Board and extend the Board's best wishes to him for the future.

3. NOTICE

The Notice of AGM dated 15 July 2024 convening the Meeting, which had been sent to all shareholders as well as published on SGXNET and the Company's corporate website, and advertised in The Business Times, was agreed to be taken as read.

4. QUESTIONS FROM SHAREHOLDERS

Shareholders had been given the opportunity to submit their questions on the Financial Statements or items of the agenda of the Meeting prior to the AGM.

The Meeting was informed that:

- (a) As announced by the Company, via SGXNET, after trading hours on 22 July 2024, the Company did not receive any questions in relation to the Financial Statements or items on the agenda of the AGM from shareholders.

However, the Company had received some questions from the Securities Investors Association (Singapore) (“SIAS”) in relation to the Company’s Annual Report 2024 and the Company’s responses to questions from SIAS were published on SGXNET on 29 July 2024. The Company thanked SIAS for their insightful comments and questions.

- (b) Shareholders would be able to ask questions during the Meeting.

5. PRESENTATION BY CFO

Before proceeding with the items on the Notice of AGM dated 15 July 2024, the Chairman invited the CFO to give a short presentation on the Group’s financial results for the financial year ended 31 March 2024 (“FY2024”).

The CFO presented (via presentation slides) the AGM 2024 Presentation covering, *inter alia*, (i) the Group 5-Year Financial Summary (FY2020 to FY2024); (ii) CSC Order Book; (iii) CSC Market Share in FY2024; (iv) Current Major Projects; (v) Singapore Construction Demand; and (vi) Upcoming Foundation Projects, a copy of which is annexed to these minutes as Appendix 1.

6. VOTING BY WAY OF A POLL

The Chairman informed shareholders that:

- (a) All motions tabled at the Meeting would be voted on by way of a poll in accordance with Regulation 70(1) of the Company’s Constitution.
- (b) Voting by poll at the Meeting would be conducted in real time via electronic means.
- (c) Convene SG Pte Ltd had been appointed as Polling Agent, and Agile 8 Solutions Pte Ltd had been appointed as Scrutineer for the poll.
- (d) As Chairman of the Meeting, he directed the poll on each motion to be taken immediately after each motion has been formally proposed and seconded.
- (e) The poll results for each resolution, verified by the Scrutineer, would be announced during the AGM.
- (f) In his capacity as Chairman of the Meeting, he had been appointed as a proxy by shareholders and he would be voting in accordance with their instructions. A short video explaining the voting process was played after that, and there were no questions raised by shareholders.

The Chairman then proceeded with the ordinary business of the Meeting.

7. RESOLUTIONS AND POLL RESULTS

ORDINARY BUSINESS:

Ordinary Resolution 1 – Adoption of Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2024 and Auditors’ Report thereon

The Meeting proceeded to receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for FY2024 and the Auditors’ Report thereon.

The Chairman proposed the motion which was seconded by Mr Kong Chee Kee.

The Chairman then invited questions from the shareholders.

After dealing with questions and comments from the shareholders, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	1,476,434,247	98.91
No. of votes against:	16,224,400	1.09
Total no. of votes cast:	1,492,658,647	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 1 carried and it was RESOLVED:

“That the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditors’ Report thereon be received and adopted.”

RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTIONS 2 TO 4

The Chairman informed shareholders that Directors of the Company, namely, Mr Ong Tiew Siam and Mr Koo Chung Chong who were retiring pursuant to Regulations 104 and 108 of the Company’s Constitution respectively, and Mr See Yen Tarn who was retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited, and, being eligible for re-election, had given their consents to continue in office.

Ordinary Resolution 2 – Re-election of Mr Ong Tiew Siam as a Director

Ordinary Resolution 2 was to re-elect Mr Ong Tiew Siam (“Mr Ong”) as a Director of the Company.

The Meeting noted that Mr Ong would, 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. The Board considered Mr Ong to be independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The motion to re-elect of Mr Ong as a Director of the Company was proposed by the Chairman and seconded by Mr Leow Tong Choon.

Shareholders were informed that, for good corporate governance practices, Mr Ong who is a shareholder of the Company, would voluntarily abstain from voting on this Resolution.

The Chairman then invited questions from the shareholders.

There being no questions from the shareholders, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	1,458,434,247	98.90
No. of votes against:	16,224,400	1.10
Total no. of votes cast:	1,474,658,647	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 2 carried and it was RESOLVED:

“That Mr Ong Tiew Siam be re-elected a Director of the Company.”

Ordinary Resolution 3 – Re-election of Mr Koo Chung Chong as a Director

Ordinary Resolution 3 was to re-elect Mr Koo Chung Chong (“Mr Koo”) as a Director of the Company. Mr Koo is also the Deputy Group Chief Executive Officer, Group Chief Operating Officer and Chief Sustainability Officer of the Company. He would, upon re-election, remain as Executive Director of the Company.

The motion to re-elect Mr Koo as a Director of the Company was proposed by the Chairman and seconded by Mr Kong Chee Kee.

Shareholders were informed that for good corporate governance practices, Mr Koo and his associates, who are also shareholders of the Company, would voluntarily abstain from voting on this Resolution.

The Chairman then invited questions from the shareholders.

There being no questions from the shareholders, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	1,472,577,947	98.91
No. of votes against:	16,224,400	1.09
Total no. of votes cast:	1,488,802,347	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 3 carried and it was RESOLVED:

“That Mr Koo Chung Chong be re-elected a Director of the Company.”

Ordinary Resolution 4 – Re-election of Mr See Yen Tarn as a Director

Ordinary Resolution 4 was to re-elect Mr See Yen Tarn (“Mr See”) as a Director of the Company. Mr See is also the Group Chief Executive Officer. He would, upon re-election, remain as Executive Director and a member of the Nominating Committee and Risk Management Committee.

The Chairman proposed the motion for the re-election of Mr See as a Director of the Company, which was seconded by Mr Leow Tong Choon.

Shareholders were informed that, for good corporate governance practices, Mr See who is a shareholder of the Company, would voluntarily abstain from voting on this Resolution.

The Chairman then invited questions from the shareholders.

There being no questions from the shareholders, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	1,476,434,247	98.91
No. of votes against:	16,224,400	1.09
Total no. of votes cast:	1,492,658,647	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 4 carried and it was RESOLVED:

“That Mr See Yen Tarn be re-elected a Director of the Company.”

Ordinary Resolution 5 – Approval of Directors’ fees of up to S\$350,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears

Ordinary Resolution 5 was to approve the payment of Directors’ fees for the financial year ending 31 March 2025 (“FY2025”). As a show of solidarity and togetherness with the Company’s stakeholders, the Board has accepted and agreed to a 10% reduction of the basic directors’ fees for FY2025.

The Board had recommended the payment of up to S\$350,000 as Directors' fees for FY2025, to be paid quarterly in arrears, which, if approved, would:

- 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 FY2025, on a quarterly basis in arrears; and
- enable the Company to pay the Directors for their services rendered during the course of the financial year in a more timely manner.

The motion to approve the payment of Directors' fees of up to S\$350,000 for FY2025, to be paid quarterly in arrears, was proposed by the Chairman and seconded by Mr Kong Chee Kee.

Shareholders were informed that, for good corporate governance practices, all Directors who are also shareholders of the Company and entitled to Directors' fees would voluntarily abstain from voting on this Resolution.

The Chairman then invited questions from the shareholders.

After dealing with questions from a shareholder, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	1,434,502,253	98.88
No. of votes against:	16,235,400	1.12
Total no. of votes cast:	1,450,737,653	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 5 carried and it was RESOLVED:

“That the payment of Directors' fees of up to S\$350,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears, be approved.”

Ordinary Resolution 6 – Re-appointment of KPMG LLP as Auditors and to authorise the Directors to fix their remuneration

The Chairman informed the Meeting that the retiring Auditors, KPMG LLP, had expressed their willingness to accept re-appointment as Auditors of the Company.

There being no other nomination, the Chairman proposed the motion for the re-appointment of KPMG LLP as the Auditors of the Company and the Directors be authorised to fix their remuneration, which was seconded by Mr Leow Tong Choon.

The Chairman then invited questions from the shareholders.

There being no questions from the shareholders, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	1,492,658,647	100.00
No. of votes against:	0	0.00
Total no. of votes cast:	1,492,658,647	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 6 carried and it was RESOLVED:

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

ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business had been received by the Company Secretary, the Chairman proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:

Ordinary Resolution 7 – Share Issue Mandate

Shareholders were asked to approve an Ordinary Resolution to authorise the Directors to allot and issue shares in the capital of the Company 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 that the motion as set out under item 8 in the Notice of AGM dated 15 July 2024 be passed as an Ordinary Resolution, which was seconded by Mr Kong Chee Kee.

The Chairman then invited questions from the shareholders.

There being no questions from the shareholders, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	1,476,434,247	98.91
No. of votes against:	16,224,400	1.09
Total no. of votes cast:	1,492,658,647	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 7 carried and it was RESOLVED:

“That pursuant to Section 161 of the Companies Act 1967 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 Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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 percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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) at the time this Resolution is passed, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed; and
 - (b) 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.”

Ordinary Resolution 8 – Proposed Renewal of the Share Buy-Back Mandate

Ordinary Resolution 8 was to seek shareholders' approval on the proposed renewal of the Share Buy-Back Mandate to empower the Directors of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company from time to time of not exceeding in aggregate 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution.

The Meeting noted that details of the Share Buy-Back Mandate, including the rationale for, source of funds to be used for the purchases or acquisitions of shares and the financial effects, are set out in paragraph 2 of the Letter to Shareholders dated 15 July 2024 accompanying the Notice of AGM dated 15 July 2024.

The Chairman proposed that the motion as set out under item 9 in the Notice of AGM dated 15 July 2024 be passed as an Ordinary Resolution, which was seconded by Mr Leow Tong Choon.

The Chairman informed the Meeting that Mr Ng San Tiong Roland, Mr Ng Chwee Cheng and TH Investments Pte Ltd, being members of the Concert Party Group, would abstain from voting on Ordinary Resolution 8.

The Chairman then invited questions from the shareholders.

After dealing with questions from the shareholders, the Chairman put the motion to vote by poll.

The results of the poll were, as follows:

	Votes	%
No. of votes for:	45,243,250	73.60
No. of votes against:	16,224,400	26.40
Total no. of votes cast:	61,467,650	100.00

Based on the poll results, the Chairman declared Ordinary Resolution 8 carried and it was RESOLVED:

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued 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”) transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for that purpose; and/or

- (ii) off-market purchase(s) (each an “Off-Market Purchase”) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by 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 Listing Manual of the SGX-ST and the Constitution of the Company 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 period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held; or
- (ii) the date by which the next AGM of the Company is required by law to be held; or
- (iii) the date on which purchases of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

“**Maximum Limit**” means ten percent (10%) of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution;

“**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;

“**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 (“**Market Day**” being a day on which the SGX-ST is open for trading in securities), 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 to be adjusted for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the purchases are made or, as the case may be, the day of the making of the offer pursuant to the Off-Market 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 of Shares from shareholders of the Company, 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 Directors of the Company and each 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 and/or he may think fit, which is permitted under the Companies Act and the Listing Manual of the SGX-ST; and
- (e) the Directors of the Company and each 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 expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

8. QUESTIONS AND ANSWERS AT THE MEETING

A summary of questions/comments raised by shareholders and the responses from the Chairman, Group Chief Executive Officer, Deputy Group Chief Executive Officer/Group Chief Operating Officer/Chief Sustainability Officer, CFO and Mr Ong at the Meeting were set out in the Appendix 2 attached to these minutes.

9. CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 11:41 am and thanked everyone present for their attendance.

Confirmed as True Record of Proceedings of AGM held on 30 July 2024

Dr Leong Horn Kee
Chairman



FORTITUDE IN STRATEGY

Annual General Meeting 2024

Annual General Meeting 2024

FINANCIAL SUMMARY

S\$'Million	FY20	FY21	FY22	FY23	FY24
Revenue	342.8	178.3	268.7	264.6	305.3
Gross Profit	44.2	2.7	24.8	5.8	14.4
<i>Gross Profit Margin</i>	<i>12.9%</i>	<i>1.5%</i>	<i>9.2%</i>	<i>2.2%</i>	<i>4.7%</i>
Other Costs (Net of Other Income)	(30.1)	(22.1)	(24.2)	(29.2)	(29.6)
Operating (Loss)/Profit Before Tax	14.1	(19.4)	0.6	(23.4)	(15.2)
Exceptional Items:					
(i) Allowance for Doubtful Debts	(5.0)	(2.9)	(2.1)	(0.9)	(0.6)
(ii) Government Assistancess	-	10.7	3.9	0.6	-
(iii) Revaluation Gain of 2TPC	-	-	5.2	-	(1.1)
(iv) 2TPC's ROU Asset & Lease Liability - Depreciation & Interest Exp	-	-	-	(1.8)	(1.8)
(v) Exchange Loss	(0.6)	(0.8)	(1.1)	(1.9)	(1.7)
	(5.6)	7.0	5.9	(4.0)	(5.2)
(Loss)/Profit Before Tax	8.5	(12.4)	6.5	(27.4)	(20.4)
EBITDA	40.8	15.1	32.4	2.9	9.2

Covid-19
Outbreak

Easings of
Covid-19

Uncertainties

FY2023

- Russia-Ukraine War
- Elevated Material and Energy Prices
- Rising Interest Rates

FY2024

- Middle East War
- Material Prices remain high
- High Interest Rate Environment

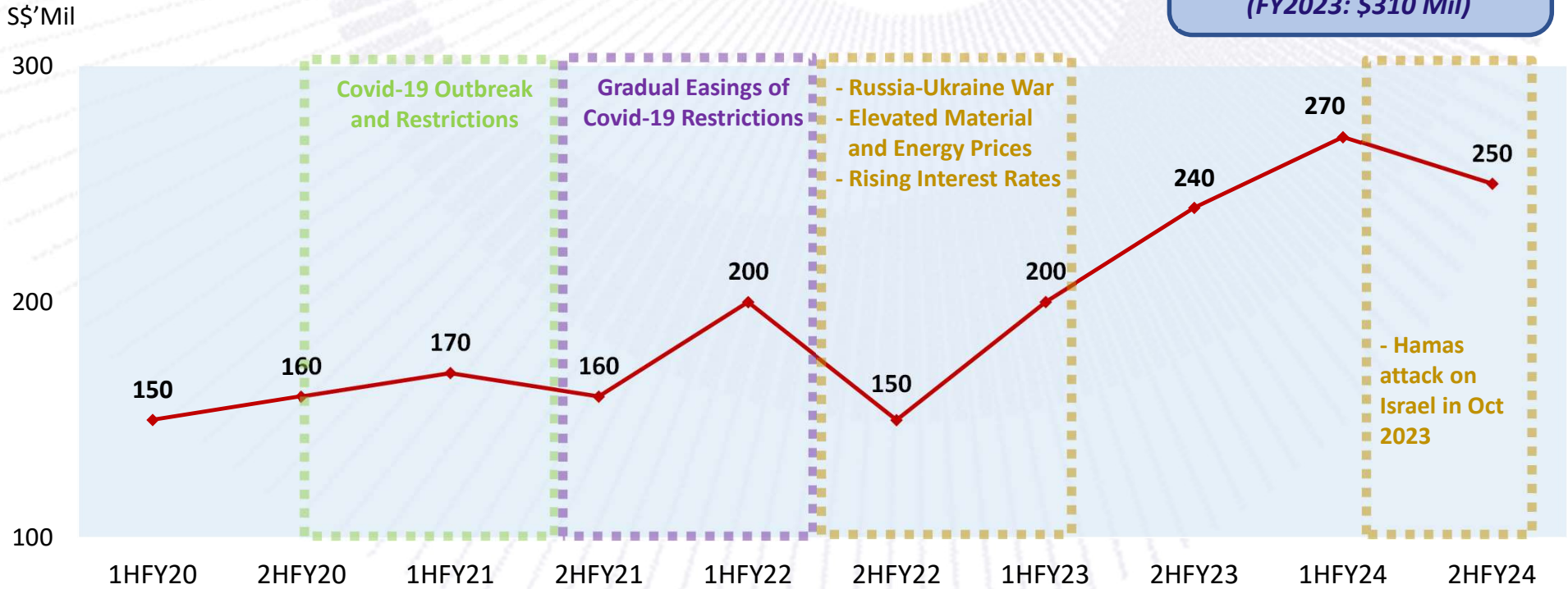
FY2024

- Revenue Increased by 15%
- Gross Profit and GPM Improved by > 200%
- EBITDA Improved by > 300%
- Positive Operating Cashflow of \$17.4 Mil (FY23: \$10.6 Mil)
- Higher Finance Cost of \$5.5Mil (FY23: \$3.9 Mil)

Annual General Meeting 2024

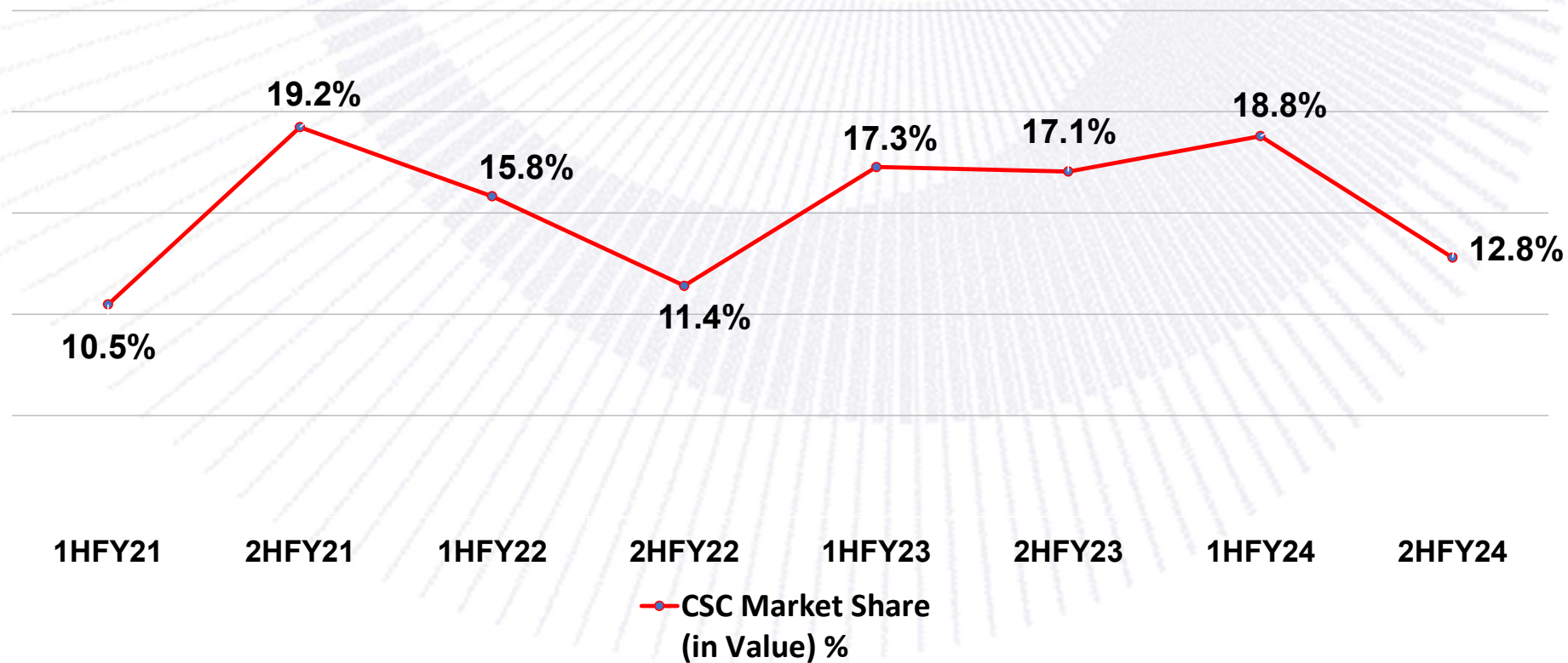
CSC ORDER BOOK

Secured \$245 Mil of Contracts in FY2024 (FY2023: \$310 Mil)



Annual General Meeting 2024

CSC MARKET SHARE IN FY2024



YOUR PARTNER IN
GROUND ENGINEERING

FORTITUDE IN STRATEGY

Annual General Meeting 2024

CURRENT MAJOR PROJECTS



YOUR PARTNER IN
GROUND ENGINEERING

FORTITUDE IN STRATEGY

Annual General Meeting 2024

SINGAPORE CONSTRUCTION DEMAND

❖ BCA projects construction demand to remain steady in 2024 (FY2025)

	(Value of Contracts Awarded, \$ billion)		
Calendar Year	Public	Private	Total
2020 ¹	12.1	8.9	21.0
2021 ¹	17.8	12.1	29.9
2022 ¹	17.3	12.5	29.8
2023 ² p	19.5	14.3	33.8
2024² f	18.0 – 21.0	14.0 – 17.0	32.0 - 38.0
2025-2028 ² f	19.0 – 23.0	12.0 - 15.0	31.0 - 38.0

p: Preliminary

f: Forecast

¹ Department of Statistics Singapore, <https://tablebuilder.singstat.gov.sg/table/TS/M400001>

² BCA Media Release: Steady Demand for the Construction Sector Projected for 2024, 15 January 2024, <https://www1.bca.gov.sg/about-us/news-and-publications/media-releases/2024/01/15/steady-demand-for-the-construction-sector-projected-for-2024>

**Remain
steady**



YOUR PARTNER IN
GROUND ENGINEERING

FORTITUDE IN STRATEGY

Annual General Meeting 2024

UPCOMING FOUNDATION PROJECTS

❖ Major Foundation Projects worth approx. \$2 Billion for next 2 years

	Project Name	Estimated Foundation Value (S\$'Mil)
1.	Changi Airport Terminal 5	1,000
2.	Cross Island Line (CRL) Phase 3	250
3.	Public Housing Development	200
4.	Mega Hub at Tuas Terminal	120
5.	Private Condominium Development	100
6.	North South Line Expansion	100
7.	Toa Payoh Integrated Development	80
8.	Expansion of Woodland Checkpoint	70
9.	Infrastructure Works at Bulim (Phase 2)	60
10.	Expansion of Integrated Resorts	50



YOUR PARTNER IN
GROUND ENGINEERING

FORTITUDE IN STRATEGY

Annual General Meeting 2024

UPCOMING FOUNDATION PROJECTS





Thank You



YOUR PARTNER IN
GROUND ENGINEERING

FORTITUDE IN STRATEGY

CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 199707845E)

("CSC" or the "Company")

Appendix 2 to Minutes of Annual General Meeting Held on 30 July 2024

- Summary of Questions & Answers

Comment/Questions from Shareholders

Q1. To Mr Yen, the Group Chief Financial Officer (CFO) - noted a decline in the current ratio and the Company has a current ratio of 0.97 in FY2024. What is the quick ratio, that is the acid-test for a company?

Also, the Company has been engaging in share buybacks but share buybacks had not helped in enhancing the Company's share value as well as shareholder return. The Company should have conserved the cash instead of doing share buybacks and, going forward, to deliberate on the use of cash.

Q2. How did you manage liquidity of the Company? Referring to page 79 of the Annual Report 2024, the Company's current assets were lower than current liabilities as at 31 March 2024.

CFO -

The Company's quick ratio as at 31 March 2024 is 0.87.

The Group made losses of approximately S\$47 million over the past (2) financial years and this had affected and resulted in the decline in current ratio.

Nonetheless, the Group remains well-supported by its banks and has access to sufficient credit lines to help bridge any temporary shortfall in working capital. As of 31 March 2024, the Group maintained unutilised credit facilities amounting to S\$31 million, including overdraft facilities, to support ongoing working capital needs and day-to-day operations.

Group Chief Executive Officer (CEO) -

Quick ratio is equal to current assets excluding inventory divided by current liabilities.

In a conventional way, we borrow money from the banks to fund the Group operations. In the past, a significant portion of the Group's bank borrowings were long term loans. However, the banks have changed their approach and restructured a lot of credit facilities from long term to shorter term for project funding / working capital funding, which led to increases in current liabilities and affected the Company's quick ratio. Ideally, we would want a quick ratio of above 1 but now it is 0.87.

We noted your concern and understood that quick ratio is an important indicator. However, in addition to that, if you look at the Company's EBITDA (earnings before interest, taxes, depreciation, and amortization), it has remained positive even during difficult time and for FY2024, we saw EBITDA improved compared to last year.

The external auditors have highlighted the Group's net liability position as at 31 March 2024 in the Annual Report 2024. Despite that, after their audit reviews, the external auditors are comfortable with Management's assessment that the Group will be able to meet its obligations due within the next 12 months from the date of financial statements, based on factors as set out in the Annual Report 2024.

As demand for construction services is expected to rise in the year ahead, we will expect our cash flow to improve.

Chairman -

We are mindful of maintaining financial prudence and it is important to have a positive operating cashflow. Despite losses in FY2023 and FY2024, the Group achieved positive EBITDA of S\$9.2 million and was generating positive operating cashflow of S\$17 million for FY2024.

You mentioned share buybacks. As announced by the Company on its responses to questions received from Securities Investors Association (Singapore), the funds spent on share buybacks were not substantial. The total considerations of S\$45,000 in FY2024 and S\$128,000 in FY2023 amounted to only 0.04% - 0.10% of equity.

The Company performed the share buybacks because the shares were being under-valued by 60% – 70%. However, we will be prudent in carrying out share buybacks and the Board has been closely monitoring the Company's cashflow and loan covenants/financial facilities.

Comment/Questions from a Shareholder

- Q3.** The Company's gearing ratio was very high and stood at 92% for FY2024, which is not good for the Company.
- Q4.** I referred to Segment Reporting on page 162 of the Annual Report 2024. Why were the operations in Thailand and Philippines not doing well?
- Q5.** I referred to Five Years Financial Summary on page 28 of the Annual Report 2024 and noted the Company was in a loss position for FY2023 and FY2024. Will the Singapore Exchange Securities Trading Limited ("SGX-ST") place the Company on watch list if the Company continue to make losses? In addition, the return on equity was also not good and net asset value was very low for FY2024. I would like to know why the FY2024 results were not good.

Chairman -

For the past two (2) financial years, the Company has made losses of approximately S\$47 million. The financial performances had declined due mainly to the market conditions and challenges facing the Singapore construction industry arising from the COVID-19 pandemic, ongoing geopolitical tensions like the conflicts in Ukraine and the Middle East, and macroeconomic pressures including inflation.

Under the SGX-ST's Listing Manual, the SGX-ST will place an issuer on the watch-list, if it records pre-tax losses for the three (3) most recently completed consecutive financial years. We are mindful of this SGX-ST's Listing Rule requirement and will work to turnaround the business.

CFO -

The Company made losses for the last two (2) financial years and our performance were affected due mainly to a few factors:

- (i) Lack of construction supply in the market. In Singapore, private sector has held back a lot of projects in the past two (2) years, which greatly affected the Company's margins. In order to cover fixed operating costs, the Group has to continue to right-size the workforce and take on lower-margin contracts/projects from the public sector.
- (ii) Geopolitical tensions.
- (iii) High material costs.
- (iv) High-interest rate environment.

As I presented earlier, demand for construction services is expected to pick up in the year ahead, supported by a combination of public and private residential projects. The market anticipated foundation works with contracts' worth of close to S\$2 billion in the next one (1) to two (2) years. With our market share of about 10%, the Company has the chance of securing contracts close to S\$200 million out of these upcoming projects.

CEO -

The Company has not done well in the last two (2) years. There is no excuse. I would like to point out that the construction industry is cyclical. There will be up times and down times. The Company has been around for a long time, and we have gone through a few of the construction business cycles.

For 2024, the Building & Construction Authority (BCA) estimated that the total construction demand would be between S\$32 billion and S\$38 billion, which consists of public housing, schools, private condominiums, office blocks and public infrastructure projects. Out of which, we expected 10% – 15% would be foundation works which are relevant to CSC. This would amount to at least a good S\$1 billion to S\$3 billion worth of foundation jobs/projects. As demand and supply are anticipated to become balanced/stable, and material prices are not expected to spike further, so as the operating costs, contract price would be in equilibrium or to go up and then the margin should improve.

In response to your question on the Group's operations in Thailand which were not doing well. Proportionately, the impact on the Group level is not big. Singapore market accounted for 70% – 80% to the Group's revenue. If the Singapore market performance is improved, the Group result should get better.

Comment/Questions from a Shareholder

- Q6.** Based on my observation, there is a lack of communication between Management and shareholders. Like the projects presented by the CFO earlier, the Company has not announced any of them via SGXNet. Can the Company consider announcing projects secured via SGXNet in the future, so that shareholders would be kept abreast of the Group's business development?
- Q7.** Borrowing costs are high. As the Company has a high gearing ratio, have Management considered corporate actions, such as, rights issue and share issue? Is there a shareholders' mandate for issue of shares?

Chairman -

We noted your comments and suggestions. When there is a need to raise additional capital/fund, we will consider what is relevant and appropriate for the Company as well as the shareholders. For example, in a rights issue, shareholders will need to cough up cash to purchase the rights shares.

Yes, the Company sought shareholders' approval on the Share Issue Mandate every year at annual general meetings ("AGMs").

CEO -

The Company used to do quarterly reporting of its financial results until this reporting requirement was no longer required by the SGX-ST and now reports its financial results on a half-yearly basis in line with SGX-ST's Listing Rules requirement. Even though we do not announce projects/contracts secured by the Group, on SGXNet, we do share and disclose the Group's order book in our results announcements. As at 30 April 2024, the Group's order book stood at S\$257.8 to S\$260 million made up of small-sized, mid-sized and some bigger scale projects. In the past, the Company did announce exceptionally big projects. However, there were instances where it is not appropriate for the Company to announce certain projects due to information sensitivity or request by employers/customers. We noted your comment and will work on it to see how we can improve in terms of communication with shareholders.

Question from a Shareholder

Q8. Many years ago, the Company was granted patents for special equipment. May I know what happened to them?

Deputy Group CEO and Group Chief Operating Officer -

CSC has five (5) sets of the equipment you referred to, that is, RC Pile Handler, and is still using the equipment. Each of this equipment would save five (5) manpower. The main purposes for inventing this equipment were to save operating costs and increase productivity.

CEO -

CSC is not a tech company, it is not our priority to market this equipment, as it is for our own use. We always find new ways of doing the same thing as part of our efforts to improve work efficiency and cost efficiency as well as improvement in terms of workplace safety.

Comment/Questions from a Shareholder

Q9. For the Group debtors, how many of them aged more than 90 days that the Company is not able to collect payments? Do you show any of this information in the books?

Q10. Regarding the Share Buy-Back Mandate, is the Company making mandatory buyback from shareholders?

- Q11.** If the share price is so low, why is the Company still buying back shares? This is not beneficial to shareholders. At this bad time, does it really help in increasing the share price?
- Q12.** What did the Company do with the shares bought back? For shareholders that have very little shares, would the Company buy back shares from these shareholders?

Chairman -

The Board monitored the collection of receivables very closely and it has a Risk Management Committee (“RMC”) to oversee the matter. The RMC receives regular updates/reports from Management and closely follows up with Management on the collection of receivables.

CEO -

In any industry, slow collection of receivables is always an inherent risk. Management will assess and make relevant provision if they foresee any collection issue and would report to the RMC accordingly. The Group already made provision on doubtful debts and recognised loss allowances for expected credit losses in accordance with the Financial Reporting Standards, as disclosed in the Annual Report 2024.

During the COVID-19 pandemic, collection was very slow. These two (2) years, we have seen improvement in collection of receivables. Management have been working closely with the Group’s customers to facilitate timely collections.

Mr Ong Tiew Siam, Independent Director and Chairman of the RMC -

The Company has processes in place to monitor and assess account receivables’ ageing. At quarterly RMC meetings, the RMC reviews any key potential collection issues including status on follow-up actions and provisions made as reported by Management. Impairment of trade receivables is one of the key audit matters by the external auditors. The external auditors have reviewed and are satisfied with the provisions made by Management.

CEO -

You mentioned “mandatory” buyback, I take it that you refer to the general offer to all shareholders. The answer is no.

The Company has obtained shareholders’ approval on the Share Buy-Back Mandate, which allows the Company to buy back its shares through on-market purchases or off-market purchases.

The share price is beyond our control. The Company’s shares were trading below the Group’s net asset value per share of S\$0.030 – S\$0.035 and the Company’s share price was around S\$0.006 – S\$0.008. We believe that the future prospect is there. If our cashflow allows, why not buy back shares like other companies to show our support and confidence in the business. This is our view and therefore, we seek shareholders’ approval to renew the Share Buy-Back Mandate at the AGMs. The shares bought back are kept as treasury shares which the Company can utilise at the appropriate time.

Chairman -

Shares bought back can be cancelled or be kept as treasury shares for future use. Treasury shares are held by the Company. So far, the Company has carried out on-market purchases, and not selective off-market purchases.

Comment/Question from a Shareholder

Q13. How much were the Directors' fees for FY2024? Why is there a decrease in Directors' fees for FY2025? Are Directors' fees based on the Company's performance?

CFO -

The Directors' fees for FY2024 (1 April 2023 to 31 March 2024) approved at the last AGM was an amount up to S\$420,000. The total amount of Directors' fees paid to the Directors for FY2024 was S\$375,246, due to the cessation of a Non-Executive Director in August 2023.

Chairman -

This year, as a show of solidarity and togetherness with the Company's stakeholders, the Board had agreed on a 10% reduction of the basic Directors' fees for FY2025. Accordingly, the Board proposed an amount of up to S\$350,000 as Directors' fees for FY2025, to be paid quarterly in arrears, for shareholders' approval at this AGM.

No, Directors' fees are not based on the Company's performance. Directors' fees for the Non-Executive Director and Independent Directors are set in accordance with a remuneration framework comprising a basic fee and increment fixed fee, taking into account of the level of responsibilities such as taking the roles of chairman and member of Board Committees as well as their contribution, responsibilities, effort and time spent.

Comment/Questions from a Shareholder

Q14. The Company has spent S\$173,000 in the last two (2) years on share buybacks and all the shares bought were held as treasury shares. Any specific direction from Management on the use of the treasury shares?

Q15. Have you considered returning excess cash to shareholders or dividend payments, instead of doing share buybacks?

CEO -

There is no immediate plan for the use of treasury shares. Basically, treasury shares can be kept and used for several purposes. For example, (i) can be used in share plans to reward management staff, but to do so the Company would need to build up the base, (ii) cancel the treasury shares, or (iii) can be used for issuance of bonus shares to reward shareholders.

Hopefully, the Company's performance will improve. We could then reward shareholders and return the capital to shareholders or pay dividends, like we did in the past.