



# CSC HOLDINGS LIMITED

Company Registration No. 199707845E

## **BOARD DIVERSITY POLICY**

### **1. Introduction**

- 1.1 It is a requirement under the Singapore Code of Corporate Governance 2018 (the "**Code**") and Practice Directions in relation to the Code that the board of directors ("**Board**") shall set a board diversity policy.
- 1.2 This board diversity policy ("**Policy**") aims to set out the approach towards promoting diversity on the Board and Board committees of CSC Holdings Limited ("**Company**").

### **2. Policy Statement**

- 2.1 The Company recognizes and embraces the importance of diversity towards a well-functioning and effective Board. The Company acknowledges that having diversity of thought and background in the Board's composition enables the Board to avoid groupthink, foster constructive debate and make decisions in the best interests of the Company.
- 2.2 The policy defines diversity to refer not only to gender but also to skill-sets, experience, ethnicity, age, background and other relevant personal attributes important in providing range of perspectives, insights and challenge needed to support good decision-making.
- 2.3 A diverse Board comprises of business leaders and professionals including but not limited to finance, engineering, business and management backgrounds enables the management of the Company to benefit from a diverse and objective external perspective, on issues raised before the Board.
- 2.4 These aspects of diversity would be considered in determining the optimum composition of the Board and Board committees and when possible should be balanced appropriately. All directors' appointment will be based on merit against objective criteria, having due regard for the benefits of diversity on the Board.
- 2.5 For the avoidance of doubt, this Policy shall apply for all ongoing and future engagements with external search consultants in relation to appointments made to the Board. Diversity shall be a key criterion in all instructions to external search consultants.

### **3. Role of the Nomination Committee**

- 3.1 The Company's nomination committee ("**Nomination Committee**") is responsible for reviewing and assessing Board composition on behalf of the Board, and for recommending the appointment of new directors.
- 3.2 In doing so, the Nomination Committee shall consider the benefits of all aspects of diversity, including but not limited to those described above.

- 3.3 In this regard, the Nomination Committee shall determine relevant quantitative measurable objectives for achieving diversity on the Board. Such objectives may relate to the procedures for selecting new directors,<sup>1</sup> targets relating to the composition of the Board,<sup>2</sup> or any other key performance indicators insofar as they relate to board diversity.

The Nomination Committee will consider the candidates who have extensive experience in jurisdictions outside Singapore that can help the Company to deal or expand its business outside Singapore.

#### **4. Monitoring**

- 4.1 The Nomination Committee shall oversee the implementation of, and ongoing monitoring of the Company's progress against the objectives set under this Policy.
- 4.2 The Nomination Committee shall report to the Board annually, prior to the finalization of the Company's annual report, on the progress made in achieving the objectives set out above.

#### **5. Review**

- 5.1 The Nomination Committee shall review the terms of this Policy periodically, where appropriate, to ensure the effectiveness of the Policy.
- 5.2 The Nomination Committee shall recommend any revisions or improvements to the Policy, as may be required from time to time, to the Board for consideration and approval.

#### **6. Disclosure**

- 6.1 The Board Diversity Policy will be published on the Company's website for public information.
- 6.2 A summary of the Board Diversity Policy, including any measurable objectives that the Company has set for implementing this Board Diversity Policy and progress on achieving those objectives, will be published in the Company's annual report.

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<sup>1</sup> For example, the Nomination Committee may require that directors be selected from a diverse pool of candidates.

<sup>2</sup> For example, the Nomination Committee may require a minimum number or percentage of directors with certain industry experience to be on the Board.