

INTERESTED PERSON TRANSACTION::INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF THE LISTING MANUAL

Issuer & Securities

Issuer/ Manager

CSC HOLDINGS LIMITED

Securities

CSC HOLDINGS LTD - SG1F84861094 - C06

Stapled Security

No

Announcement Details

Announcement Title

Interested Person Transaction

Date & Time of Broadcast

06-Mar-2020 17:49:14

Status

New

Announcement Sub Title

Interested Person Transactions pursuant to Rule 905(2) of the Listing Manual

Announcement Reference

SG200306OTHRMDCC

Submitted By (Co./ Ind. Name)

Lee Quang Loong

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please refer to the attachment.

Additional Details

Interested Person Details

Please refer to the attachment.

Attachments

[IPT_Announcement.pdf](#)

Total size = 21K MB



CSC HOLDINGS LIMITED

Co Registration No. 199707845E

**ANNOUNCEMENT OF INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF
THE LISTING MANUAL**

1. Introduction

1.1 The Board of Directors (“**Directors**”) of CSC Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the unaudited interim results of the Group announced by the Company on 13 February 2020 (the “**3QFY 2020 Results**”).

1.2 As disclosed in the 3QFY 2020 Results, the Group, from time to time, entered into various recurring interested person transactions (“**IPTs**”) with the following interested persons in the ordinary course of business:

- (a) Tat Hong HeavyEquipment (Pte) Ltd (“**THHE**”);
- (b) Tat Hong Plant Leasing Pte Ltd (“**THPL**”);
- (c) CMC Construction Pte Ltd (“**CMC**”); and
- (d) THAB Development Sdn Bhd (“**THAB**”, and collectively with THHE, THPL and CMC, the “**IPT Group**”).

1.3 THAB is a joint venture among L & M Ground Engineering Sdn Bhd (“**LMGE**”) (which is a wholly owned subsidiary of the Company), Tat Hong International Pte Ltd (“**THI**”), AME Land Sdn Bhd and BP Lands Sdn Bhd. LMGE and THI hold 5% and 25% equity shares in THAB respectively. THAB is an associated company of THI.

THHE, THPL and CMC are related corporations of TH Investments Pte Ltd, a substantial shareholder of the Company.

1.4 For the purposes of Rule 908 of the Listing Manual, the IPT Group is treated as the same interested person. The value of the transactions entered into between the Group and the IPT Group are aggregated for the purpose of assessing whether the designated financial thresholds under Rule 905 of the Listing Manual are triggered.

1.5 Rule 905(2) of the Listing Manual provides that if aggregate value of transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group’s latest audited net tangible assets, the Company must: (i) make an immediate announcement of the latest transaction, and (ii) all future transactions entered into with that same interested person during that financial year.

**CSC HOLDINGS LIMITED**

Co Registration No. 199707845E

2. Description of the IPTs

- 2.1 Pursuant to Rule 905(2) of the Listing Manual, the Company wishes to announce that that the Group has entered into the following IPTs with the IPT Group for the period from 1 April 2019 to 29 February 2020:

Name	Details of IPTs	Aggregate Value of IPTs (\$'000)
THPL	<p>(1) Rental of machinery by the Group from THPL.</p> <p>(2) Provision of repair services for machinery by THPL to the Group.</p> <p>These IPTs were entered into by the Group on an arm's length basis in its ordinary course of business. The rental rate and the service fee were arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	<p>1,147</p> <p>203</p>
CMC	<p>Provision of construction work services by the Group to CMC.</p> <p>This IPT was entered into by the Group on an arm's length basis in its ordinary course of business and the service fee was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	1,159
THAB	<p>Shareholder's loan granted by the Group to THAB.</p> <p>This IPT was entered into by the Group pursuant to the shareholders agreement in relation to THAB dated 25 October 2013. Please refer to the Company's announcement issued on 25 October 2013 for further details.</p>	255
	Subtotal	2,764

**CSC HOLDINGS LIMITED**

Co Registration No. 199707845E

Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)
THHE	Rental of office space, yard and workers' accommodation (" Rental of Premises ") by the Group from THHE. These IPTs were entered into by the Group in its ordinary course of business. The rental rate was arrived based on an independent valuation report and after negotiation between the parties. Please refer to the Company's announcements issued on 1 March 2019 and 28 February 2020 for further details.	1,598
Total		4,362

- 2.2 The aggregate value of the IPTs entered into between the Group and the IPT Group for the period from 1 April 2019 to 29 February 2020, is approximately S\$4,362,000 (the "**Aggregate Value**"), representing approximately 3.10% of the Group's latest audited net tangible assets of approximately S\$140,899,000 as at 31 March 2019 (the "**Group NTA**").
- 2.3 The Company is exempted from the requirement to obtain the Company's shareholders' approval pursuant to Rule 906(1)(b) of the Listing Manual for the Rental of Premises of S\$1,598,000 by the Group from THHE for the period from 1 April 2019 to 29 February 2020 as such rental falls within the exemption under Rule 916(1) of the Listing Manual.
- 2.4 The Aggregate Value of the IPTs (excluding the Rental of Premises of S\$1,598,000 by the Group from THHE) is approximately S\$2,764,000 (the "**Relevant IPTs**"), representing approximately 1.96% of the Group NTA. As this does not exceed 5% of the Group NTA, the Company is not required to seek shareholders' approval pursuant to Rule 906(1)(b) of the Listing Manual for the Relevant IPTs.

3. Rationale and Benefit of the IPTs

- 3.1 The Group's core business includes the provision of foundation and geotechnical engineering works, soil investigation, instrumentation and specialised surveying works, sales and lease of foundation engineering equipment and accessories and property business.
- 3.2 THHE and THPL are principally involved in the rental and sale of heavy equipment, machinery and accessories. THHE is also involved in the rental of office, yard and workers' accommodation. It is in line with the Group's ordinary course of business to enter into transactions with THHE and THPL for available resources as long as the terms of the relevant transactions are assessed to be in its commercial interests and that of the Group, taking into consideration factors such as pricing competitiveness and priority and/or flexibility in terms of delivery. Such transactions are recurring transactions that are likely to occur with some degree of frequency and are part of the day-to-day operations of the Group, and could arise at any time.



CSC HOLDINGS LIMITED

Co Registration No. 199707845E

- 3.3 CMC is principally involved in institutional building construction. The Group's strong design and build capabilities with a comprehensive range of foundation and geotechnical engineering facilities proves to be a valuable resource to the industry. It is in line with the Group's ordinary course of business and assessed to be in the commercial interests of the Group to enter into transactions with CMC. Such transactions are recurring transactions that are likely to occur with some degree of frequency and are part of the day-to-day operations of the Group, and could arise at any time.
- 3.4 THAB is developing an industrial development in the Nusajaya area of Iskandar Malaysia (the "Development"). Iskandar Malaysia is set to become Southern Peninsular Malaysia's most developed region where living, entertainment, environment and business seamlessly converge within a bustling metropolis. As a partner in THAB, the Group is able to participate in future creation of value through the Development in Iskandar Malaysia. The shareholder's loan granted by the Group to THAB is according to its shareholding proportion in THAB.

4. **Audit Committee's Statement**

The Audit Committee of the Company has reviewed the above IPTs and is of the view that the IPTs are transacted on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

5. **Interest of Directors and Substantial Shareholders**

Save as disclosed above and other than through their respective shareholdings in the Company, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the IPTs.

6. **Further Announcement**

The Company will provide updates to its shareholders on any future IPTs entered into by the Group with the IPT Group on a biweekly basis, until the total value of all such IPTs represent 4% of the Group NTA, and in which case the Company will make an immediate announcement disclosing this fact.

BY ORDER OF THE BOARD

Lee Quang Loong
Company Secretary

6 March 2020