

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

Issuer & Securities

Issuer/ Manager

CSC HOLDINGS LIMITED

Securities

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Announcement Details

Announcement Title

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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_Biweekly_Update.pdf](#)

Total size = 251K MB



CSC HOLDINGS LIMITED

Co Registration No. 199707845E

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

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 announcement made by the Company on 6 March 2020 (the “**IPT Announcement**”) and the biweekly update announcement dated 20 March 2020. Unless otherwise stated, capitalized terms used in this announcement shall have the same meaning ascribed to them in the IPT Announcement.
- 1.2 In the IPT Announcement, the Company disclosed that the Group, from time to time, enters 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.

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1.6 In the IPT Announcement, the Company undertook to provide updates to its shareholders on any future IPTs entered into by the Group with the IPT Group on a biweekly basis (i.e. once every two weeks).

2. Update

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 31 March 2020:

Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)		
		1 April 2019 to 15 March 2020 (As per biweekly update announcement)	16 March 2020 to 31 March 2020	1 April 2019 to 31 March 2020
THPL	(1) Rental of machinery by the Group from THPL.	1,147	112	1,259
	(2) Provision of repair services for machinery by THPL to the Group. 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.	192	30	222
CMC	Provision of construction work services by the Group to CMC. 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.	1,893	333	2,226



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Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)		
		1 April 2019 to 15 March 2020 (As per biweekly update announcement)	16 March 2020 to 31 March 2020	1 April 2019 to 31 March 2020
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	-	255
Subtotal		3,487	475	3,962
THHE	<p>Rental of office space, yard and workers' accommodation ("Rental of Premises") by the Group from THHE.</p> <p>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.</p>	1,664	72	1,736
Total		5,151	547	5,698

- 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 31 March 2020, is approximately S\$5,698,000 (the "**Aggregate Value**"), representing approximately 4.04% 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\$1,736,000 by the Group from THHE for the period from 1 April 2019 to 31 March 2020 as such rental falls within the exemption under Rule 916(1) of the Listing Manual.



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- 2.4 The Aggregate Value of the IPTs (excluding the Rental of Premises of S\$1,736,000 by the Group from THHE) is approximately S\$3,962,000 (the “**Relevant IPTs**”), representing approximately 2.81% 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.
- 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.



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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.

BY ORDER OF THE BOARD

Lee Quang Loong
Company Secretary

6 April 2020