

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 = 179K MB



**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 11 October 2018 (the “**IPT Announcement**”) and the biweekly update announcements dated 29 October 2018, 13 November 2018, 28 November 2018, 11 December 2018, 27 December 2018, 11 January 2019, 23 January 2019 and 15 February 2019. 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) Tat Hong (Thailand) Co., Ltd (“**THT**”);
 - (d) CMC Construction Pte Ltd (“**CMC**”);
 - (e) Tat Hong HeavyEquipment (HK) Ltd (“**THHEHK**”);
 - (f) THAB Development Sdn Bhd (“**THAB**”); and
 - (g) WB TOP3 Development Sdn Bhd (“**WB TOP3**”, and collectively with THHE, THPL, THT, CMC, THHEHK and THAB, 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.
- THI, THHE, THPL, THT, CMC and THHEHK are related corporations of TH Investments Pte Ltd, a substantial shareholder of the Company.
- 1.4 WB TOP3 is a joint venture among CS Real Estate Investments Pte Ltd (“**CSREI**”) (which is a wholly owned subsidiary of the Company), Triplestar Properties Sdn Bhd (“**TSP**”), Bluecrest Holding Pte Ltd and WB Land (Ainsdale) Sdn Bhd. CSREI and TSP hold 19% each of the equity shares in WB TOP3.



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TSP is deemed associate of a controlling shareholder of the Company and it is considered “interested person” for the purposes of Chapter 9 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

- 1.5 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.
- 1.6 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.
- 1.7 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 update that the Group has entered into the following IPTs with the IPT Group for the period from 1 April 2018 to 15 February 2019:

Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)		
		1 April 2018 to 31 January 2019 (As per biweekly update announcements)	1 February 2019 to 15 February 2019	1 April 2018 to 15 February 2019
THHE	Rental of office space, yard and workers’ accommodation by the Group from THHE. These IPTs were entered into by the Group on an arm’s length basis in its ordinary course of business. The rental rate was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.	1,843	43	1,886



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Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)		
		1 April 2018 to 31 January 2019 (As per biweekly update announcements)	1 February 2019 to 15 February 2019	1 April 2018 to 15 February 2019
THPL	(1) Rental of machinery by the Group from THPL.	2,852	-	2,852
	(2) Provision of repair services for machinery by THPL to the Group.	459	-	459
	(3) Provision of transportation and handling services for machinery by THPL to the Group.	106	-	106
	<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>			
THT	<p>Sale of machinery by the Group to THT.</p> <p>This IPT was entered into by the Group on an arm's length basis in its ordinary course of business and the selling price was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	259	-	259
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>	444	-	444



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Name	Details of IPTs	Aggregate Value of IPTs (S\$'000)		
		1 April 2018 to 31 January 2019 (As per biweekly update announcements)	1 February 2019 to 15 February 2019	1 April 2018 to 15 February 2019
THHEHK	<p>Rental of machinery by the Group to THHEHK.</p> <p>This IPT was entered into by the Group on an arm's length basis in its ordinary course of business and the rental rate was arrived at on a willing buyer-willing seller basis, taking into consideration prevailing market rates.</p>	110	-	110
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>	459	-	459
Subtotal		6,532	43	6,575
WB TOP3	<p>Shareholder's loan granted by the Group to WB TOP3.</p> <p>This IPT was entered into by the Group pursuant to the shareholders agreement in relation to WB TOP3 dated 14 September 2017. Please refer to the Company's announcement issued on 14 September 2017 for further details.</p>	972	-	972
Total		7,504	43	7,547



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- 2.2 The aggregate value of the IPTs entered into between the Group and the IPT Group for the period from 1 April 2018 to 15 February 2019, is approximately S\$7,547,000 (the “**Aggregate Value**”), representing approximately 4.78% of the Group’s latest audited net tangible assets of approximately S\$157,749,000 as at 31 March 2018 (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 shareholder’s loan of S\$972,000 granted by the Group to WB TOP3 as detailed in paragraph 5 below.
- 2.4 The Aggregate Value of the IPTs (excluding the shareholder’s loan granted by the Group to WB TOP3) is approximately S\$6,575,000 (the “**Relevant IPTs**”), representing approximately 4.17% 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, THPL, THT and THHEHK 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, THPL, THT and THHEHK 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.



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3.5 WB TOP3 was incorporated to acquire a piece of freehold land in Seremban, Negeri Sembilan, Malaysia in connection with the development of commercial properties for sale. As a partner in WB TOP3, it allows the Group to expand its investment and development portfolio in Malaysia, and diversify its revenue stream to achieve potential enhancement in shareholder value. The shareholder's loan granted by the Group to WB TOP3 is according to its shareholding proportion in WB TOP3.

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. Exception to the Requirement for Shareholders' Approval and Statement of the Audit Committee in relation to the IPT in connection with the Shareholder's Loan Granted by the Group to WB TOP3

Pursuant to Rule 916(3) of the Listing Manual, approval by the Company's shareholders ("**Shareholders**") is not required for the provision of a loan to a joint venture with an interested person if:

- (a) the loan is extended by all joint venture partners in proportion to their equity and on the same terms;
- (b) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture; and
- (c) the issuer confirms by an announcement that its audit committee is of the view that:
 - (i) the provision of the loan is not prejudicial to the interests of the issuer and its minority shareholders; and
 - (ii) the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders.

The Audit Committee of the Company has considered, *inter alia*, the terms of the shareholder's loan granted by the Group to WB TOP3 and is of the view that:

- (a) the grant of the shareholder's loan to WB TOP3 is not prejudicial to the interests of the Company and its minority shareholders; and
- (b) the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the Company and its minority shareholders.



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The grant of the shareholder's loan to WB TOP3 as at the date of this announcement has met the exception under Rule 916(3) of the Listing Manual. Accordingly, the Company is exempted from the requirement of seeking Shareholders' approval for the grant of shareholder's loan to WB TOP3.

6. 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

25 February 2019