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If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of CSC Holdings Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should at once hand this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199707845E)

CIRCULAR

in relation to details of

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

Important Dates and Times

Last date and time for lodgment of Proxy Form	:	21 July 2010 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	23 July at 11.00 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	No. 2 Tanjong Penjuru Crescent, Singapore 608968

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DEFINITIONS

The following definitions apply throughout in this Appendix except where the context otherwise requires:

- “2008 EGM”** : The EGM held on 25 July 2008 by which Shareholders first approved the Share Buyback Mandate.
- “2009 EGM”** : The EGM held on 24 July 2009 by which Shareholders approved the renewal of the existing Share Buyback Mandate.
- “AGM”** : Annual General Meeting of the Company. Unless the context otherwise requires, “AGM” shall refer to the annual general meeting to be held on 23 July 2010
- “Annual Report 2010”** : The Annual Report of the Company for the Financial Year Ended 31 March 2010
- “Articles”** : The Articles of Association of the Company for the time being
- “Associated Company”** : A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group
- “Board”** : The board of directors of the Company
- “CDP”** : The Central Depository (Pte) Limited
- “Companies Act” or “Act”** : The Companies Act, Chapter 50, of Singapore, as amended, modified or supplemented from time to time
- “Company” or “CSC”** : CSC Holdings Limited
- “Controlling Shareholder”** : A person who holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company (subject to SGX-ST determining that such a person is not a controlling shareholder) or a person who in fact exercises control over the Company
- “Director(s)”** : The director(s) of the Company
- “EGM”** : Extraordinary General Meeting of the Company
- “EPS”** : Earnings per Share
- “FY”** : Financial year ended 31 March
- “Group”** : The Company and its subsidiaries
- “Independent Shareholders”** : Shareholders other than the TH Investments Group
- “Latest Practicable Date”** : The latest practicable date prior to the printing of this Circular, being 22 June 2010
- “Listing Manual”** : The Listing Manual of the SGX-ST, as may be amended, modified or supplemented from to time
- “Market Day”** : A day on which the SGX-ST is open for trading in securities

DEFINITIONS

“Memorandum”	:	Memorandum of Association of the Company for the time being
“Non-Executive Director”	:	A Director who does not perform an executive function within the Group
“Notice”	:	The Notice of EGM of the Company
“NTA”	:	Net tangible assets
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Buyback Independent Directors”	:	The Directors other than Mr. Ng San Tiong Roland, who are considered independent for the purposes of making recommendations on the resolution to approve the renewal of the Share Buyback Mandate
“Share Buyback Mandate”	:	A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Appendix and the rules and regulations set forth in the Companies Act and the Listing Manual
“Share Buyback”		Buyback of Shares by the Company pursuant to the Share Buyback Mandate
“Share(s)”		Ordinary share(s) in the capital of the Company
“Shareholder(s)”	:	Shareholder(s) of the Company from time to time
“SIC”	:	The Securities Industry Council of Singapore
“Substantial Shareholder”	:	Has the meaning ascribed to it in Section 81 of the Companies Act
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
“TH Investments Group”	:	Mr. Ng San Tiong Roland, Mr. Ng Chwee Cheng, TH Investments Pte Ltd and parties acting in concert with them
“Whitewash Waiver”	:	The waiver granted by the SIC of the requirement for TH Investments Group to make a mandatory general offer for the Company under Rule 14 of the Take-over Code in relation to the Share Buyback Mandate, subject to certain conditions as described in section 4.2 of this Appendix
“S\$” and “cents”	:	Dollars and cents respectively of the currency of Singapore
“%”	:	Per centum or percentage

DEFINITIONS

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Appendix shall, where applicable, have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Appendix shall be a reference to Singapore time and date respectively, unless otherwise stated.

LETTER TO SHAREHOLDERS

CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199707845E)

Board of Directors:

Mr. Chee Teck Kwong Patrick (Independent Non-Executive Chairman)
Mr. See Yen Tarn (Group Chief Executive Officer)
Mr. Poh Chee Kuan (Executive Director)
Mr. Teo Beng Teck (Executive Director)
Mr. Ng San Tiong Roland (Non-Executive Director)
Mr. Tan Ee Ping (Independent Director)
Mr. Tan Hup Foi (Independent Director)

Registered Office:

No. 2 Tanjong Penjuru Crescent
Singapore 608968

2 July 2010

To: The Shareholders of CSC Holdings Limited

Dear Sir or Madam,

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

1. INTRODUCTION

- 1.1 The Company intends to seek the approval of Shareholders at the forthcoming EGM in respect of the proposed renewal of the Share Buyback Mandate.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the renewal of the Share Buyback Mandate at the forthcoming EGM. The Notice of the EGM is set out in page 22 of this Circular.

2. PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

2.1 Background

- 2.1.1 At the EGM held on 25 July 2008 (the "2008 EGM"), the Company obtained the approval of Shareholders for the Share Buyback Mandate. The rationale for, the authority and limitations on, and the financial effects of, the Share Buyback Mandate approved at the 2008 EGM, were set out in the circular to Shareholders dated 2 July 2008.
- 2.1.2 The authority conferred pursuant to each Share Buyback Mandate is exercisable by the Directors at any time during the period commencing from the date of the general meeting approving the Share Buyback Mandate and expiring on the date when the next annual general meeting is held or is required by law to be held, or the day on which the Share Buybacks are carried out to the full extent mandated, or the date on which the authority contained therein is varied or revoked, whichever is earlier.
- 2.1.3 The Share Buyback Mandate approved at the 2008 EGM was subsequently renewed and approved by the Shareholders at the following EGM on 24 July 2009 (the "2009 EGM").
- 2.1.4 The Share Buyback Mandate approved at the 2009 EGM will be expiring on 23 July 2010, being the date of the forthcoming AGM. Accordingly, the Company intends to seek the approval of Shareholders for the renewal of the Share Buyback Mandate at the AGM.

LETTER TO SHAREHOLDERS

2.2 Rationale for the Mandate

- 2.2.1 The Share Buyback Mandate gives the Company the flexibility to undertake buybacks of the Shares at any time, subject to market conditions, during the period when the Share Buyback Mandate is in force. Further, Share purchases provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. In addition, the Directors expect that Share Buybacks may help mitigate against short term volatility of share price and offset the effects of short term speculation. Share Buybacks will allow the Company greater flexibility over its share capital structure with a view to enhancing the earnings and/or net asset value per Share.
- 2.2.2 The Share Buyback Mandate also enables the Company to purchase or acquire Shares, hold them as treasury shares and utilise such treasury shares for the purpose of or pursuant to an employees' share scheme.
- 2.2.3 Shareholders can be assured that Share Buybacks by the Company would be made in circumstances where it is considered to be in the best interests of the Company, after taking into account the amount of surplus cash available and the prevailing market conditions. Further, the Directors do not propose to carry out buybacks to such an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity, the orderly trading of the Shares, the working capital requirements of the Company or its gearing positions which are, in the opinion of the Directors, appropriate from time to time, or result in the Company being de-listed from the SGX-ST. For example, the directors will ensure that the Share Buyback will not be carried out to such an extent that the free float of the Company's Shares held by the public falls to below ten per cent. (10%).

2.3 Terms of the Mandate

The authority and limitations placed on the Share Buyback under the proposed Share Buyback Mandate are summarised below:

(a) Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased by the Company.

The total number of Shares that may be purchased is limited to such number of Shares representing not more than ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the AGM at which the Share Buyback Mandate is renewed ("**Approval Date**").

For illustrative purposes, on the basis of 1,223,493,725 Shares in issue as at 31 March 2010, and assuming that no further Shares are issued on or prior to the EGM, not more than 122,349,372 Shares (representing 10% of the Shares in issue as at that date) may be purchased or acquired by the Company pursuant to the renewed Share Buyback Mandate.

(b) Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, from the Approval Date up to the earlier of:

- (i) the date on which the next annual general meeting of the Company is held or required by law or the Articles to be held;
- (ii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked; or
- (iii) the date on which the Share Buyback is carried out to the full extent mandated.

LETTER TO SHAREHOLDERS

(c) Manner of purchases or acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of :

- (i) on-market purchases (“**Market Purchases**”), transacted on the SGX-ST through Quest-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchases (“**Off-Market Purchases**”) effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act).

The Directors may impose such terms and conditions, which are consistent with the Share Buyback Mandate, the Listing Manual and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all the following conditions:

- (i) offers for the purchase of issued Shares shall be made to every person who holds issued Shares to purchase the same percentage of their issued Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of the offers are the same, except that there shall be disregarded:
 - (aa) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (bb) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
 - (cc) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Buyback;
- (iv) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code or other applicable takeover rules;
- (v) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the SGX-ST; and
- (vi) details of any Share Buybacks (whether Market Purchases or Off-Market Purchases) made by the Company in the previous twelve (12) months, giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases.

LETTER TO SHAREHOLDERS

(d) Maximum purchase price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Highest Last Dealt Price (as defined hereinafter),

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five market day period;

“**Highest Last Dealt Price**” means the highest price transacted for a Share as recorded on the SGX-ST on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

“**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, 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.

2.4 Status of Purchased Shares

Under the Companies Act, the Company may choose to hold the purchased Shares as treasury shares or to cancel them, and the Articles allow the Company to hold purchased Shares as treasury shares. Accordingly, the Company has the discretion to hold purchased Shares as treasury shares or to cancel them.

Where Shares purchased or acquired by the Company are cancelled, the total number of Shares will be diminished by such number of Shares purchased or acquired.

Any Shares purchased or acquired by the Company and cancelled will be automatically delisted by the SGX-ST. Certificates in respect of purchased or acquired Shares that are cancelled by the Company will be cancelled by the Company as soon as reasonably practicable following settlement of any purchase or acquisition of such Shares.

2.5 Treasury Shares

As explained in paragraph 2.4 above, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Where the Company holds the purchased Shares as treasury shares, the Company may deal with such treasury shares in such manner as may be permitted by and in accordance with the Companies Act. Some of the provisions on treasury shares under the Companies Act are summarised below.

LETTER TO SHAREHOLDERS

(a) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

(b) Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(c) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (i) sell the treasury shares (or any of them) for cash;
- (ii) transfer the treasury shares (or any of them) for the purposes of or pursuant to an employees' share scheme;
- (iii) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares (or any of them); or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

2.6 Reporting Requirements

2.6.1 Within thirty (30) days of the passing of a Shareholders' resolution to approve the purchase of Shares by the Company, the Company shall lodge a copy of such resolution with the Accounting & Corporate Regulatory Authority ("**ACRA**").

2.6.2 The Company shall notify the ACRA within thirty (30) days of a purchase of Shares on the SGX-ST or otherwise. Such notification shall include details of the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase, the Company's issued share capital after the purchase, the amount of consideration paid by the Company for the purchases, whether Shares were purchased or acquired out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.

2.6.3 The listing rules of the SGX-ST specify that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the market day following the date of purchase or acquisition of any of its shares; and (b) in the case of an Off-Market Purchase, on the second market day after the close of acceptances of the offer. The notification of such purchases or acquisitions to the SGX-ST shall be in such form and shall include such details as may be prescribed by the SGX-ST in the Listing Manual. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion with the necessary information which will enable the Company to make the notifications to the SGX-ST.

LETTER TO SHAREHOLDERS

2.6.4 For an Off-Market Purchase, the Listing Manual requires that the listed company issue an offer document to all Shareholders containing the information as set out in paragraph 2.3(c).

2.7 Source of Funds for Share Buyback

Previously, any payment made by the Company in consideration of the purchase or acquisition of its own Shares may only be made out of the Company's distributable profits. The Companies Act now permits the Company to also purchase its own Shares out of capital, as well as from its profits.

The Company may not purchase or acquire its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Any purchases or acquisitions of Shares may be made only if the Company is solvent and out of the Company's capital or profits. It is an offence for a Director or manager of the Company to approve or authorise the purchase or acquisition of Shares, knowing that the Company is not solvent. For this purpose, pursuant to the Act, a company is solvent if:

- (a) the company is able to pay its debts in full as they fall due in the normal course of business at the time of payment for the purchase of shares, as well as during the period of twelve (12) months after the purchase; and
- (b) the value of the company's assets, at the time of the purchase and after such purchase, is not less than the value of its liabilities (including contingent liabilities), having regard to the most recent financial statements of the company and all other circumstances that the directors or managers of the company know or ought to know affect or may affect such values.

The Company will use internal resources or external borrowings or a combination of both to fund purchases of Shares pursuant to the Share Buyback Mandate.

2.8 Financial Effects of the Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled.

2.8.1 Purchase or Acquisition out of Capital or Profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the purchased Shares are cancelled, a reduction by the total amount of the purchase price paid by the Company for the Shares cancelled will be made to:

- (a) the share capital of the Company where the Shares were purchased out of the capital of the Company;
- (b) the profits of the Company where the Shares were purchased out of the profits of the Company; or
- (c) the share capital and profits of the Company proportionately where the Shares were purchased out of both the capital and profits of the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

LETTER TO SHAREHOLDERS

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

2.8.2 Illustrative Financial Effects

As at 31 March 2010, the issued capital of the Company comprised 1,223,493,725 Shares. The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Group arising from purchases of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.

The impact of purchases or acquisitions under the Share Purchase Mandate on net asset value, earnings per Share and gearing of the Company and the Group will depend, *inter alia*, on the number of Shares purchased or acquired, the price at which they are purchased or acquired and the manner in which the purchase or acquisition is funded. It is therefore not possible to realistically calculate or quantify the impact at this point of time.

Based on the existing number of Shares of the Company as at 31 March 2010, the proposed Share purchases or acquisitions by the Company of up to a maximum of ten per cent. (10%) of its Shares under the Share Purchase Mandate will result in the purchase of up to 122,349,372 Shares.

- (a) In the case of Market Purchases by the Company, based on the existing issued and paid-up capital of the Company as at 31 March 2010 and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 122,349,372 Shares at the Maximum Price of S\$0.174 per Share (being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares for the five (5) consecutive market days on which the Shares were traded on the SGX-ST immediately preceding 31 March 2010), the maximum amount of funds required for the purchase of 122,349,372 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$21,325,495.
- (b) In the case of Off-Market Purchases by the Company, based on the existing issued and paid-up capital of the Company as at 31 March 2010 and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 122,349,372 Shares at the Maximum Price of S\$0.199 per Share (being the price equivalent to twenty per cent. (20%) above the average of the closing market prices of the Shares for the five (5) consecutive market days on which the Shares were traded on the SGX-ST immediately preceding 31 March 2010), the maximum amount of funds required for the purchase of 122,349,372 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$24,371,995.

On the basis of the above and the assumptions set out below, the financial effects of the:

- (i) acquisition of 10% Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and held as treasury shares or cancelled; and
- (ii) acquisition of 10% Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of profits and held as treasury shares or cancelled;

on the audited financial statements of the Group and the Company for the financial year ended 31 March 2010 are set out below.

LETTER TO SHAREHOLDERS

- A. Purchases made entirely out of capital: (a) purchases made entirely out of capital and held as treasury shares, and (b) purchases made entirely out of capital and cancelled

On the basis of the above assumptions and assuming that the purchase of Shares took place at the beginning of FY2010 on 1 April 2009, the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial accounts for financial year ended 31 March 2010 is as follows:

As at 31 March 2010	Market Purchase			Off-Market Purchase	
	Audited Before Share Purchase	(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled	(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled
(\$'000)					
<u>Company</u>					
Total Shareholders' Equity ⁽¹⁾	115,242	93,917	93,917	90,870	90,870
Current Assets	53,806	32,481	32,481	29,434	29,434
Current Liabilities	4,742	4,742	4,742	4,742	4,742
Total External Indebtedness	2,792	2,792	2,792	2,792	2,792
Cash and Cash Equivalents	6,503	6,503	6,503	6,503	6,503
Net Profit After Tax	33,731	33,731	33,731	33,731	33,731
Number of Shares ('000)	1,223,494	1,101,145	1,101,145	1,101,145	1,101,145
Weighted average number of Shares (basic) ('000) ⁽²⁾	1,223,920	1,101,571	1,101,571	1,101,571	1,101,571
Weighted average number of Shares (diluted) ('000) ⁽³⁾	1,240,498	1,118,149	1,118,149	1,118,149	1,118,149
<u>Financial Ratios</u>					
NTA per share (cents) ⁽⁴⁾	9.42	8.53	8.53	8.25	8.25
Gearing (times) ⁽⁵⁾	0.02	0.03	0.03	0.03	0.03
Current Ratio (times) ⁽⁶⁾	11.35	6.85	6.85	6.21	6.21
Adjusted Basic EPS (cents) ⁽⁷⁾	2.76	3.06	3.06	3.06	3.06
Adjusted Diluted EPS (cents) ⁽⁸⁾	2.72	3.02	3.02	3.02	3.02

LETTER TO SHAREHOLDERS

As at 31 March 2010	Market Purchase			Off-Market Purchase	
	Audited Before Share Purchase	(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled	(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled
(\$'000)					
Group					
Total Shareholders' Equity ⁽¹⁾	180,553	159,228	159,228	156,181	156,181
Current Assets	214,980	193,655	193,655	190,608	190,608
Current Liabilities	141,558	181,765	181,765	181,765	181,765
Total External Indebtedness	72,331	72,331	72,331	72,331	72,331
Cash and Cash equivalents	31,944	10,619	10,619	7,572	7,572
Net Profit After Tax ⁽¹⁾	24,069	24,069	24,069	24,069	24,069
Number of Shares ('000)	1,223,494	1,101,145	1,101,145	1,101,145	1,101,145
Weighted average number of Shares basic ('000) ⁽²⁾	1,223,920	1,101,571	1,101,571	1,101,571	1,101,571
Weighted average number of Shares diluted ('000) ⁽³⁾	1,240,498	1,118,149	1,118,149	1,118,149	1,118,149

Financial Ratios

NTA per share (cents) ⁽⁴⁾	15.27	15.03	15.03	14.75	14.75
Gearing (times) ⁽⁵⁾	0.40	0.45	0.45	0.46	0.46
Current Ratio (times) ⁽⁶⁾	1.52	1.07	1.07	1.05	1.05
Adjusted Basic EPS (cents) ⁽⁷⁾	1.97	2.18	2.18	2.18	2.18
Adjusted Diluted EPS (cents) ⁽⁸⁾	1.94	2.15	2.15	2.15	2.15

Notes:

- (1) Attributable to ordinary Shareholders (excluding minority interest).
- (2) Number of Shares used to calculate basic earnings per Share and adjusted for the effect of the issue of new Shares from the conversion of convertible notes and the exercise of the outstanding options under the CSC Executive Share Option Scheme 2004, and the purchase or acquisition of Shares pursuant to the Share Buyback Mandate during the year.
- (3) Number of Shares used to calculate diluted earnings per Share, and adjusted for the dilutive share options and convertible notes.
- (4) NTA – Net Tangible Asset (excluding goodwill).
- (5) Gearing equals total external indebtedness divided by Shareholders' equity.
- (6) Current ratio equals current assets divided by current liabilities.
- (7) Adjusted for the effect of conversion of convertible notes during the year.
- (8) Adjusted for the effect arising from the dilutive share options and convertible notes, with the potential ordinary shares weighted for the year accordingly.

LETTER TO SHAREHOLDERS

- B. Purchases made entirely out of profit: (a) purchases made entirely out of profits and held as treasury shares, and (b) purchases made entirely out of profits and cancelled

On the basis of the above assumptions and assuming that the purchase of Shares took place at the beginning of FY2010 on 1 April 2009, the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial accounts for financial year ended 31 March 2010 is as follows:

As at 31 March 2010	Audited Before Share Purchase (S\$'000)	Market Purchase		Off-Market Purchase	
		(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled	(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled
Company					
Total Shareholders' Equity ⁽¹⁾	115,242	93,917	93,917	90,870	90,870
Current Assets	53,806	32,481	32,481	29,434	29,434
Current Liabilities	4,742	4,742	4,742	4,742	4,742
Total External Indebtedness	2,792	2,792	2,792	2,792	2,792
Cash and Cash Equivalents	6,503	6,503	6,503	6,503	6,503
Net Profit After Tax ⁽¹⁾	33,731	33,731	33,731	33,731	33,731
Number of Shares ('000)	1,223,494	1,101,145	1,101,145	1,101,145	1,101,145
Weighted average number of Shares (basic) ('000) ⁽²⁾	1,223,920	1,101,571	1,101,571	1,101,571	1,101,571
Weighted average number of Shares (diluted) ('000) ⁽³⁾	1,240,498	1,118,149	1,118,149	1,118,149	1,118,149
Financial Ratios					
NTA per share(cents) ⁽⁴⁾	9.42	8.53	8.53	8.25	8.25
Gearing (times) ⁽⁵⁾	0.02	0.03	0.03	0.03	0.03
Current Ratio (times) ⁽⁶⁾	11.35	6.85	6.85	6.21	6.21
Adjusted Basic EPS (cents) ⁽⁷⁾	2.76	3.06	3.06	3.06	3.06
Adjusted Diluted EPS (cents) ⁽⁸⁾	2.72	3.02	3.02	3.02	3.02

LETTER TO SHAREHOLDERS

As at 31 March 2010	Market Purchase			Off-Market Purchase	
	Audited Before Share Purchase	(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled	(A) Proforma After Share Purchase and held as Treasury Shares	(B) Proforma After Share Purchase and cancelled
(\$'000)					
Group					
Total Shareholders' Equity ⁽¹⁾	180,553	159,228	159,228	156,181	156,181
Current Assets	214,980	193,655	193,655	190,608	190,608
Current Liabilities	141,558	181,765	181,765	181,765	181,765
Total External Indebtedness	72,331	72,331	72,331	72,331	72,331
Cash and Cash equivalents	31,944	10,619	10,619	10,619	10,619
Net Profit After Tax ⁽¹⁾	24,069	24,069	24,069	24,069	24,069
Number of Shares ('000)	1,223,494	1,101,145	1,101,145	1,101,145	1,101,145
Weighted average number of Shares basic ('000) ⁽²⁾	1,223,920	1,101,571	1,101,571	1,101,571	1,101,571
Weighted average number of Shares diluted ('000) ⁽³⁾	1,240,498	1,118,149	1,118,149	1,118,149	1,118,149

Financial Ratios

NTA per share (cents) ⁽⁴⁾	15.27	15.03	15.03	14.75	14.75
Gearing (times) ⁽⁵⁾	0.40	0.45	0.45	0.46	0.46
Current Ratio (times) ⁽⁶⁾	1.52	1.07	1.07	1.05	1.05
Adjusted Basic EPS (cents) ⁽⁷⁾	1.97	2.18	2.18	2.18	2.18
Adjusted Diluted EPS (cents) ⁽⁸⁾	1.94	2.15	2.15	2.15	2.15

Notes:

- (1) Attributable to ordinary Shareholders (excluding minority interest).
- (2) Number of Shares used to calculate basic earnings per Share and adjusted for the effect of the issue of new Shares from the conversion of convertible notes and the exercise of the outstanding options under the CSC Executive Share Option Scheme 2004, and the purchase or acquisition of Shares pursuant to the Share Buyback Mandate during the year.
- (3) Number of Shares used to calculate diluted earnings per Share, and adjusted for the dilutive share options and convertible notes.
- (4) NTA – Net Tangible Asset (excluding goodwill).
- (5) Gearing equals total external indebtedness divided by Shareholders' equity.
- (6) Current ratio equals current assets divided by current liabilities.
- (7) Adjusted for the effect of conversion of convertible notes during the year.
- (8) Adjusted for the effect arising from the dilutive share options and convertible notes, with the potential ordinary shares weighted for the year accordingly.

LETTER TO SHAREHOLDERS

Shareholders should note that the financial effects set out above are for illustrative purposes only. Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

2.9 Taxation

Shareholders who are in doubt as to their tax positions or any tax implications in their respective jurisdictions should consult their own professional tax advisers.

2.10 Listing Rules

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement currently requires the inclusion of details of the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buyback Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced.

In particular, in line with the best practices guide on securities dealings issued by the SGX-ST, the Company would not purchase or acquire any Shares through Market Purchases during the period of one month immediately preceding the announcement of the Company’s full-year results and the period of two weeks before the announcement of the first quarter, second quarter and third quarter results.

The Listing Manual requires a listed company to ensure that at least 10% of any class of its listed securities must be held by public shareholders. As at the Latest Practicable Date, approximately 68.24% of the issued Shares are held by public Shareholders. Based on the existing issued and paid-up capital of the Company as at 31 March 2010 and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 122,349,372 Shares through Market Purchases, approximately 64.69% of the issued Shares will be held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting the listing status of the Shares, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

LETTER TO SHAREHOLDERS

2.11 Shares Purchased in the Previous 12 Months

For the period of 12 months prior to the Latest Practicable Date, the Company had purchased an aggregate of 1,100,000 Shares by way of Market Purchases and/or Off-Market Purchases pursuant to the Share Buyback Mandate approved by Shareholders at the 2009 EGM. The particulars relating to the purchases are set out below.

Transaction Date	No. of Shares Purchased	Average Price per Share (\$)	Aggregate Consideration (\$)
15 December 2009	200,000	0.165	33,105.05
16 December 2009	200,000	0.165	33,105.05
17 December 2009	260,000	0.1651 ⁽¹⁾	43,057.42
18 December 2009	190,000	0.165	31,449.82
25 May 2010	150,000	0.153	23,311.58
26 May 2010	100,000	0.150	15,030.43
Total:	1,100,000	0.162	179,079.35

Notes:

- (1) The highest price paid was S\$0.17 and the lowest price paid was S\$0.165.
- (2) The average price per Share in respect of the aggregate of 1,100,000 Shares acquired pursuant to the Share Buyback Mandate approved by Shareholders at the 2009 EGM is S\$0.162.

As at the Latest Practicable Date, the Company holds 3,000,000 treasury shares.

3. DISCLOSURE OF SHAREHOLDINGS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares of the Company are as follows:

Interests of Directors

	Number of Shares				No. of Shares comprised in outstanding options/awards
	Direct Interest	%	Deemed Interest	%	
Ng San Tiong Roland ^{(1) (2)}	3,457,000	0.28	345,325,771	28.21	1,000,000
See Yen Tarn	-	-	3,350,000	0.27	8,500,000
Chee Teck Kwong Patrick	4,462,000	0.36	-	-	2,000,000
Poh Chee Kuan	7,369,000	0.60	-	-	4,500,000
Teo Beng Teck	3,945,000	0.32	-	-	4,500,000
Tan Ee Ping	4,567,000	0.37	50,000	-	2,000,000
Tan Hup Foi	-	-	-	-	3,000,000

LETTER TO SHAREHOLDERS

Note:

- (1) TH Investments Pte Ltd is a wholly owned subsidiary of Tat Hong Investments Pte Ltd, which is a wholly owned subsidiary of Chwee Cheng & Sons Pte Ltd. Pursuant to the terms of a trust deed dated 29 July 1997 (as supplemented by a deed dated 12 October 1998) (the “**Trust Deed**”), Mr. Ng San Tiong Roland (Non-Executive Director of the Company) and his brothers, Messrs Ng Sun Ho Tony, Ng San Wee David and Ng Sun Giam Roger, are joint trustees of the Chwee Cheng Trust constituted under the Trust Deed and which owns approximately 42.03% of the issued share capital of Chwee Cheng & Sons Pte Ltd. Under the terms of the Trust Deed, the beneficiaries of the Chwee Cheng Trust are the sons of Mr. Ng Chwee Cheng, namely, Messrs Ng San Tiong Roland, Ng Sun Ho Tony, Ng Sun Hoe Patrick, Ng Sang Kuey Michael, Ng San Guan William, Ng Sun Giam Roger, Ng San Wee David, Ng Sun Eng Sunny, Ng Sun Oh Lewis and their descendants. Being a joint trustee of the Chwee Cheng Trust, Mr. Ng San Tiong Roland is deemed to be interested in the 344,825,771 Shares held by TH Investments Pte Ltd.
- (2) Mr. Ng San Tiong Roland is also deemed interested in 500,000 Shares held through nominees.

Interests of Substantial Shareholders

	Number of Shares			
	Direct Interest	%	Deemed Interest	%
TH Investments Pte Ltd ⁽¹⁾	341,825,771	27.92	3,000,000	0.25
Chwee Cheng & Sons Pte Ltd ⁽¹⁾	-	-	344,825,771	28.17
Ng San Tiong Roland ^{(1) (2)}	3,457,000	0.28	345,325,771	28.21
Ng Sun Ho Tony ⁽¹⁾	-	-	344,825,771	28.17
Ng San Wee David ⁽¹⁾	-	-	344,825,771	28.17
Ng Sun Giam Roger ⁽¹⁾	-	-	344,825,771	28.17
Ng Chwee Cheng ⁽³⁾	16,872,500	1.38	23,126,000	1.89

Notes:

- (1) TH Investments Pte Ltd is a wholly owned subsidiary of Tat Hong Investments Pte Ltd, which is a wholly owned subsidiary of Chwee Cheng & Sons Pte Ltd. Being joint trustees of the Chwee Cheng Trust, Messrs Ng San Tiong Roland, Ng Sun Ho Tony, Ng Sun Giam Roger, and Ng San Wee David, are deemed to be interested in the 344,825,771 Shares held by TH Investments Pte Ltd. Please refer to footnote (2) to the previous table of the Interests of Directors for further details of the Chwee Cheng Trust.
- (2) Mr. Ng San Tiong Roland is also deemed interested in 500,000 Shares held through nominees.
- (3) Mr. Ng Chwee Cheng is deemed interested in 23,126,000 Shares held through nominees.

Save as disclosed above, none of the Directors has any direct or deemed interest in the share capital of the Company or any of its subsidiaries.

LETTER TO SHAREHOLDERS

4. TAKE-OVER OBLIGATIONS

4.1 Take-over Obligations

4.1.1 The attention of Shareholders is drawn to Rule 14 of the Take-over Code. A Shareholder should note that he, together with persons acting in concert with him, will incur an obligation to extend a general take-over offer for the Company if they:

- (a) acquire Shares carrying 30% or more of the voting rights of the Company, whether by a series of transactions over a period of time or not; or
- (b) hold not less than 30% but not more than 50% of the voting rights of the Company, and he or any person acting in concert with him acquires additional Shares carrying more than 1% of the voting rights of the Company in any period of six (6) months,

as a result of the Company acquiring Shares under the Share Buyback Mandate.

For the avoidance of doubt, when the Company buys back its Shares, any resulting increase in the percentage of voting rights held by a Shareholder would be treated as an acquisition for the purposes of Rule 14. However, a Shareholder who is not acting in concert with the Directors will not be required to make a general offer if, as a result of the Company buying back its Shares, the voting rights of the Shareholder would increase to 30% or more, or, if the Shareholder holds between 30% and 50% of the Company's voting rights, would increase by more than 1% in any period of 6 months.

4.1.2 Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) A company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (b) A company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, and any company whose associated companies include any of the above companies. For this purpose, a company is an associated company of another company if the second-mentioned company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;
- (c) A company with any of its pension funds and employee share schemes;
- (d) A person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (e) A financial or other professional adviser including a stockbroker, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) Directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer where they have reason to believe a *bona fide* offer for their company may be imminent;
- (g) Partners; and
- (h) An individual, his close relatives, his related trusts, and any person accustomed to act according to the instructions and companies controlled by any of the above.

LETTER TO SHAREHOLDERS

4.1.3 The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under the Take-over Code. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer for the Company under the Take-over Code are advised to consult their professional advisers and/or the Securities Industry Council of Singapore at the earliest opportunity.

4.2 Whitewash Waiver

4.2.1 TH Investments Pte Ltd, Mr. Ng San Tiong Roland and Mr. Ng Chwee Cheng, which comprises TH Investments Group, are considered parties acting in concert under the Take-over Code. As at the Latest Practicable Date, TH Investments Group hold an aggregate of 388,781,271 Shares in the issued capital of the Company representing 31.76% of the aggregate voting rights in the Company (excluding treasury shares).

The shareholding of TH Investments Group comprises:

- (a) 344,825,771 Shares held by TH Investments Pte Ltd representing 28.17% of the aggregate voting rights in the Company;
- (b) 3,957,000 Shares held by Mr. Ng San Tiong Roland representing 0.32% of the aggregate voting rights in the Company; and
- (c) 39,998,500 Shares held by Mr. Ng Chwee Cheng representing 3.27% of the aggregate voting rights in the Company.

TH Investments Pte Ltd is a wholly owned subsidiary of Tat Hong Investments Pte Ltd, which is a wholly owned subsidiary of Chwee Cheng & Sons Pte Ltd. Mr. Ng San Tiong Roland is a director and shareholder, and Mr. Ng Chwee Cheng is a shareholder, of Chwee Cheng & Sons Pte Ltd. Pursuant to the terms of a trust deed dated 29 July 1997 (as supplemented by a deed dated 12 October 1998) (the "**Trust Deed**"), Mr. Ng San Tiong Roland and his brothers, Messrs Ng Sun Ho Tony, Ng San Wee David and Ng Sun Giam Roger, are joint trustees of the Chwee Cheng Trust constituted under the Trust Deed and which owns approximately 42.03% of the issued share capital of Chwee Cheng & Sons Pte Ltd. Under the terms of the Trust Deed, the beneficiaries of the Chwee Cheng Trust are the sons of Mr. Ng Chwee Cheng, namely, Messrs Ng San Tiong Roland, Ng Sun Ho Tony, Ng Sun Hoe Patrick, Ng Sang Kuey Michael, Ng San Guan William, Ng Sun Giam Roger, Ng San Wee David, Ng Sun Eng Sunny, Ng Sun Oh Lewis and their descendants. As such, TH Investments Pte Ltd, Mr. Ng San Tiong Roland and Mr. Ng Chwee Cheng are considered parties acting in concert under the Take-over Code.

4.2.2 Pursuant to Rule 14 of the Take-over Code, TH Investments Group would incur an obligation to make a general offer for the Company in the event that their aggregate voting rights in the Company increases by more than 1% in any six-month period as a result of the purchase of Shares by the Company under the Share Buyback Mandate.

4.2.3 On 2 June 2010, the Company sought and obtained from the SIC a Whitewash Waiver to exempt TH Investments Group from the obligation to make a general offer for the Company under Rule 14 of the Take-over Code in relation to the Share Buyback Mandate. On 8 June 2010, the SIC granted the Whitewash Waiver, subject to the satisfaction of the conditions stated below.

4.2.4 In accordance with the Share Buyback Guidance Note set out in Appendix 2 of the Take-over Code, the Whitewash Waiver granted by the SIC in relation to the Share Buyback Mandate was subject to, *inter alia*, the following conditions:

- (a) the circular to Shareholders on the resolution to renew the Share Buyback Mandate to contain advice to the effect that by voting to approve the renewal of the Share Buyback Mandate, Shareholders of the Company are waiving their rights to a general offer at the required price from TH Investments Group and parties acting in concert with it; and the names of the members of TH Investments Group and parties acting in concert with it, their voting rights at the time of the resolution and after the Share Buyback Mandate is disclosed in the same circular;

LETTER TO SHAREHOLDERS

- (b) the resolution to approve the renewal of the Share Buyback Mandate is approved by a majority of Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the Share Buyback Mandate;
- (c) TH Investments Group and parties acting in concert with it abstain from voting for and recommending Shareholders to vote in favour of the resolution to approve the renewal of the Share Buyback Mandate; and
- (d) that TH Investments Group and parties acting in concert with it have not acquired and will not acquire any Shares between the date on which they know that the announcement of the Share Buyback is imminent and the earlier of:
 - (i) the date on which authority of the renewed Share Buyback Mandate expires; and
 - (ii) the date on which the Company announces that it has bought back such number of Shares as authorised by the renewed Share Buyback Mandate or it has decided to cease buying back its shares, as the case may be,

if such acquisitions, taken together with the Share Buyback, would cause their aggregate voting rights in the Company to increase by more than 1% in the preceding six (6) months.

In addition, if the Company ceases to buy back Shares and the increase in the aggregate voting rights held by TH Investments Group and parties acting in concert with it are less than 1%, TH Investments Group and its concert parties may acquire further voting rights in the Company. However, any increase in their percentage voting rights in the Company as a result of the Share Buyback will be taken into account together with any voting rights acquired by TH Investments Group and parties acting in concert with it (by whatever means) in determining whether they have increased their voting rights by more than 1% in any six-month period.

4.3 Vote by Independent Shareholders

- 4.3.1 The Independent Shareholders are asked to vote by way of a poll on the renewal of the Share Buyback Mandate as set out as the Ordinary Resolution in the Notice of EGM.

By voting in favour of the renewal of the Share Buyback Mandate, the Independent Shareholders will be waiving their rights to receive a mandatory general offer at the required price for their Shares under Rule 14 of the Code from TH Investments Group.

5. DIRECTORS' RECOMMENDATION

The Share Buyback Independent Directors are of the opinion that the renewal of the Share Buyback Mandate is in the interests of the Company, and accordingly recommend that the Independent Shareholders vote in favour of the renewal of the Share Buyback Mandate. Mr. Ng San Tiong Roland has abstained from making a recommendation in accordance with the conditions imposed by the SIC in respect of the Whitewash Waiver.

Shareholders are advised to read this Appendix in its entirety and for those who may require advice in the context of their specific investment, to consult their respective stockbroker, bank manager, solicitor, accountant or other professional adviser.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 22 to 24 of this Circular, will be held on 23 July 2010 at 11.00 a.m. at No. 2 Tanjong Penjuru Crescent, Singapore 608968 (or such time immediately following the conclusion or adjournment of the AGM of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering, and if thought fit, passing with or without any modifications, the ordinary resolutions set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at No. 2 Tanjong Penjuru Crescent, Singapore 608968, not less than 48 hours before the time fixed for the EGM or any postponement or adjournment thereof. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so.

8. ABSTENTION FROM VOTING

In accordance with the conditions imposed by the SIC in respect of the Whitewash Waiver, TH Investments Group, its concert parties and parties not independent of it will abstain from voting on the renewal of the Share Buyback Mandate.

The aforementioned Shareholders who are to abstain from voting shall not accept nomination as proxies or otherwise for voting at the EGM on the relevant resolution, unless they have been given specific instructions as to the casting of such votes.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated supervision of this Appendix) have collectively and individually reviewed and approved the issue of this Appendix, and accept full responsibility for the accuracy of the information contained in this Appendix. The Directors also confirm that, having made all reasonable enquiries and to the best of their knowledge and belief, the facts stated and opinions expressed in this Appendix are fair and accurate in all material respects and that there are no other material facts the omission of which would make any statement in this Appendix misleading.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at No. 2 Tanjong Penjuru Crescent, Singapore 608968, during normal business hours from the date of this Appendix up to the date of the EGM:

- (a) the Memorandum and Articles;
- (b) the Company's circular to Shareholders dated 2 July 2008; and
- (c) the Company's circular to Shareholders dated 1 July 2009.

Yours faithfully,

For and on behalf of the Board of Directors

CSC Holdings Limited
See Yen Tarn
Group Chief Executive Officer

2 July 2010

NOTICE OF EXTRAORDINARY GENERAL MEETING

CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.:199707845E)

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (“**EGM**”) of CSC Holdings Limited (the “**Company**”) will be convened on 23 July 2010 at 11.00 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting (“**AGM**”) of the Company to be held at 10.00 a.m. on the same day and at the same place) at No. 2 Tanjong Penjuru Crescent, Singapore 608968, for the purpose of considering and, if thought fit, resolving to pass with or without any modifications the following resolutions:

ORDINARY RESOLUTION: THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

That, approval be and is hereby given for the Proposed Renewal of the Share Buyback Mandate (as described below) and for the Directors to:

- (a) for the purposes of the Companies Act (Chapter 50) of Singapore (the “Companies Act”), purchase or otherwise acquire the Shares not exceeding in aggregate the Prescribed Limit (as hereafter 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 hereafter defined), whether by way of:
- (i) on-market purchases (“**Market Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (the “SGX-ST”) through the SGX-ST’s Central Limit Order Book (CLOB) trading system or, as the case may be, any other stock exchange on which the Shares may, for the time being, be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual of the SGX-ST.

(the “**Proposed Share Buyback Mandate**”)

Shareholders are advised to note that they are waiving their rights to a general offer at the required price from the TH Investments Group, namely Mr. Ng San Tiong Roland, Mr. Ng Chwee Cheng and TH Investments Pte Ltd, and any persons acting in concert with it, whose shareholdings in the Company add up to an aggregate of 31.76% as at the Latest Practicable Date, by voting to approve the Share Buyback Mandate set out in herein;

- (b) unless varied or revoked by the Company in general meeting, have the authority pursuant to the Share Buyback Mandate exercisable at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next AGM of the Company is held or required by law to be held;
 - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

NOTICE OF EXTRAORDINARY GENERAL MEETING

(c) in this Resolution:

“Prescribed Limit” means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase : 105% of the Average Closing Price;

(ii) in the case of an Off-Market Purchase : 120% of the Highest Last Dealt Price, where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

“Highest Last Dealt Price” means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

“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; and

(d) complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board

Lee Quang Loong
Company Secretary

Singapore

2 July 2010

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent. (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A proxy need not be a member of the Company.
4. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
5. An instrument appointing a proxy must be deposited at the registered office of the Company at No. 2 Tanjong Penjuru Crescent, Singapore 608968, not less than 48 hours before the time fixed for the EGM or any postponement or adjournment thereof.
6. A Depositor's name must appear on the Depository Registry maintained by the CDP as at 48 hours before the time fixed for holding the EGM in order to be entitled to attend and vote at the EGM.

CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.:199707845E)

IMPORTANT:

1. For investors who have used their CPF monies to buy CSC Holdings Limited's shares, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

I/We

(Name) of _____

(Address) being a shareholder/ member of **CSC HOLDINGS LIMITED** (the "Company") hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholding (%)

and/or (delete as appropriate)

--	--	--	--

or failing whom the Chairman of the Extraordinary General Meeting as *my/our proxy/proxies to vote for *me/us on *my/our behalf and, if necessary, to demand a poll at the Extraordinary General Meeting of the Company to be convened on 23 July 2010 at 11 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting ("**AGM**") of the Company to be held at 10 a.m. on the same day and at the same place) at No. 2 Tanjong Penjuru Crescent, Singapore 608968 and at any adjournment thereof. *I/We direct *my/our proxy/ proxies to vote for or against the Ordinary Resolution to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the Extraordinary General Meeting.

Ordinary Resolution	For	Against
The Proposed Renewal of the Share BuybackMandate		

Notes:

- (1) Please indicate your vote "For" or "Against" with a tick within the box provided.
- (2) If you wish to exercise all your votes "For" or "Against", please indicate with a tick within the box provided. Alternatively please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2010

Signature(s) of Member(s)/Common Seal

***Delete accordingly**

Total Number of Shares held	
CDP Register	
Register of Members	

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Notes :

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote in his stead.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A proxy need not be a member of the Company.
4. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
5. The instrument appointing a proxy or proxies must be deposited with THE COMPANY SECRETARY at the Company's registered office at No. 2 Tanjong Penjuru Crescent, Singapore 608968, not less than 48 hours before the time set for the Extraordinary General Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a shareholder of the Company may, in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies, if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if a shareholder of the Company, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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Affix
Postage
Stamp

THE COMPANY SECRETARY
CSC HOLDINGS LIMITED
No. 2, Tanjong Penjuru Crescent,
Singapore 608968

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