



CREDIT BUREAU ASIA LIMITED
(Company Registration Number: 201909251G)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Credit Bureau Asia Limited (the "**Company**") will be held by way of electronic means on Monday, 25 April 2022 at 9.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors' Statement and Independent Auditor's Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of S\$0.017 per ordinary share for the financial year ended 31 December 2021. *[See Explanatory Note 1]* **(Resolution 2)**
3. To approve the Directors' fees of S\$160,000 for the financial year ending 31 December 2022, payable half-yearly in arrears (FY2021: S\$160,000) *[See Explanatory Note 2]* **(Resolution 3)**
4. To re-elect the following Directors retiring by rotation pursuant to Regulation 94 of the Company's Constitution:
 - (i) Mr Lim Wah Liang William *[See Explanatory Note 3]* **(Resolution 4)**
 - (ii) Mr Tan Hup Foi @ Tan Hup Hoi *[See Explanatory Note 4]* **(Resolution 5)**

Mr Lim Wah Liang William will, upon re-election as Director of the Company, remain as the Executive Director of the Company.

Mr Tan Hup Foi @ Tan Hup Hoi will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
5. To re-appoint Deloitte & Touche LLP as auditor of the Company to hold office until the next Annual General Meeting of the Company and to authorize the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which Resolutions 7, 8, 9 and 10 will be proposed as ordinary resolutions, with or without modifications:

ORDINARY RESOLUTIONS

7. **Authority to allot and issue shares**
 - (a) That pursuant to Section 161 of the Companies Act 1967 of Singapore and the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company at any time and upon such terms and for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit, to:
 - (i) allot and issue shares of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as

well as adjustments to) options, warrants, debentures or other instruments convertible into shares; and/or

- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:

- (1) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a *pro rata* basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company. Unless prior shareholder approval is required under the Listing Manual, an issue of treasury shares will not require further shareholder approval and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings is based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:

- (a) new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
- (b) any subsequent bonus issue, consolidation or subdivision of the Company's shares;

and

- (2) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note 5] **(Resolution 7)**

8. **Authority to offer and grant options and to allot and issue shares under the Credit Bureau Asia Employee Share Option Scheme**

That authority be and is hereby given to the Directors of the Company to:

- (a) offer and grant options in accordance with the provisions of the Credit Bureau Asia Employee Share Option Scheme (the "**Scheme**"); and
- (b) allot and issue from time to time such number of fully-paid ordinary shares of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Scheme,

provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the Scheme and the Credit Bureau Asia Performance Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the Scheme.

[See Explanatory Note 6] **(Resolution 8)**

9. **Authority to offer and grant awards and allot and issue shares under the Credit Bureau Asia Performance Share Plan**

That authority be and is hereby given to the Directors of the Company to:

- (a) offer and grant awards in accordance with the provisions of the Credit Bureau Asia Performance Share Plan (the "PSP"); and
- (b) allot and issue from time to time such number of fully-paid ordinary shares of the Company as may be required to be issued pursuant to the vesting of awards granted under the PSP,

provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the PSP and the Credit Bureau Asia Employee Share Option Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the PSP.

[See Explanatory Note 7] **(Resolution 9)**

10. Share Purchase Mandate

That:

- (a) authority be and is hereby given to the Directors of the Company, in accordance to Section 76C and 76E of the Companies Act and Chapter 8 of the Listing Manual, to purchase or otherwise acquire Shares ("Share Purchase Mandate") not exceeding in aggregate the Maximum Limit (as defined below), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) on-market purchases ("Market Purchase") transacted on SGX-ST through the ready market 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") in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual;
- and in accordance with all applicable laws, regulations and rules;
- (b) any Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the proposed Share Purchase Mandate may be exercised by the Directors of the Company at any time during the period commencing from the passing of this resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by the Company in a general meeting;
 - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and
- (d) the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient and necessary to give effect to the transactions contemplated by this resolution.

In this resolution:

"Maximum Limit" means the number of Shares representing ten percent (10%) of the total issued ordinary share capital of the Company ascertained as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the Companies Act;

"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price; and

"Average Closing Price" means the average of the closing market prices of a Share over the last five market days on which the Shares were transacted on the SGX-ST, or any other stock exchange on which the Shares may for the time being be listed and quoted, preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five market day period.

[See Explanatory Note 8] **(Resolution 10)**

BY ORDER OF THE BOARD
Lee Bee Fong (Ms)
Company Secretary
Singapore, 8 April 2022

Explanatory Notes:

1. The ordinary resolution proposed is to approve the final dividend. The Share Transfer Books and Register of Members will be closed at 5.00pm on 13 May 2022. Registrable transfers received up to 5.00pm on the 13 May 2022 will be entitled to the final dividend. If approved, the final dividend will be paid on 3 June 2022.
2. The ordinary resolution proposed is to seek approval for the payment of Directors' fees for the financial year ending 31 December 2022. The amount of the Directors' fees has been computed based on the current fees structure reported in the Corporate Governance Report section of the Company's Annual Report 2021.
3. In relation to the ordinary resolution proposed, Mr. Lim Wah Liang William is the Executive Director of the Company. Apart from that, there is no relationship (including immediate family relationships) between Mr. Lim Wah Liang William and the other Directors and the Company or its substantial shareholder and the detailed information on Mr. Lim Wah Liang William is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2021.
4. In relation to the ordinary resolution proposed, there is no relationship (including immediate family relationships) between Mr. Tan Hup Foi @ Tan Hup Hoi and the other Directors and the Company or its substantial shareholder and detailed information on Mr. Tan Hup Foi @ Tan Hup Hoi is set out in the section entitled "Board of Directors" and in the Corporate Governance Report section of the Company's Annual Report 2021.
5. The ordinary resolution proposed is to authorise the Directors of the Company from the date of the Meeting until the next Annual General Meeting to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the total number of shares (including shares to be issued in pursuance of instruments made or granted) issued other than on a *pro rata* basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Listing Manual of the Singapore Exchange Securities Trading Limited currently provides that the total number of issued shares excluding treasury shares and subsidiary holdings of the Company for this purpose shall be the total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
6. The ordinary resolution proposed, if passed, will empower the Directors of the Company to offer and grant options under the Credit Bureau Asia Employee Share Option Scheme (the "**Scheme**") in accordance with and pursuant to the rules of the Scheme and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted and issued pursuant to the exercise of such options under the Scheme, provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including treasury shares) delivered and/or to be delivered, pursuant to options granted under the Scheme and awards granted under the Credit Bureau Asia Performance Share Plan (the "**PSP**") shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
7. The ordinary resolution proposed, if passed, will empower the Directors of the Company to offer and grant awards under the PSP in accordance with and pursuant to the rules of the PSP and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted and issued pursuant to the vesting of such awards under the PSP, provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including

treasury shares) delivered and/or to be delivered, pursuant to awards granted under the PSP and options granted under the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

8. The ordinary resolution proposed, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM to repurchase ordinary shares of the Company by way of Market Purchase or Off-Market Purchase of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the Maximum Price. Information relating to this proposed resolution is set out in the Circular dated 8 April 2022 accompanying to this notice.

Notes:

1. The AGM is being convened and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and subsequent amendments and extensions. Printed copies of this Notice of AGM, the Company's Annual Report 2021 and Proxy Form will not be despatched to members. Instead, this Notice of AGM, the Company's Annual Report 2021 and Proxy Form will be made available via publication on the Company's website at the URL <https://www.creditbureauasia.com> and on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. In particular, the AGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the AGM through a "live" webcast ("**LIVE WEBCAST**") via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**") via telephone. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 9.00 a.m. on 22 April 2022 by email to agm@creditbureauasia.com. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the AGM by 9.00 a.m. on 24 April 2022.

A member of the Company who registers to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 9.00 a.m. on 16 April 2022 via the following:

- (a) post to the Registered Office of the Company at 6 Shenton Way, #17-10, Singapore 068809; or
- (b) email to agm@creditbureauasia.com.

The Company shall address all substantial and relevant questions received from Shareholders prior to the AGM and publish its response before 9.00 a.m. on 20 April 2022 on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <https://www.creditbureauasia.com>.

3. As the AGM will be held by way of electronic means, members of the Company will not be able to attend the AGM physically. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the Registered Office of the Company at 6 Shenton Way, #17-10, Singapore 068809; or
 - (b) if submitted by email, be received by the Company at agm@creditbureauasia.com

in either case, by 9.00 a.m. on 22 April 2022 being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid. **Members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorized in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares to submit their votes not less than seven (7) working days before the AGM.

KEY DATES/DEADLINES

Key dates	Actions
By 9.00 a.m. on 8 April 2022 (Friday)	The Annual report, the notice of AGM and the proxy form for the financial year ended 31 December 2021 will be made available to shareholders of the Company by electronic means.
By 9.00 a.m. on 14 April 2022 (Thursday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to contact their respective CPF Agents or SRS Operators to submit their votes.
By 9.00 a.m. on 16 April 2022 (Saturday)	Deadline for shareholders to submit questions related to the AGM resolutions in advance.
By 9.00 a.m. on 20 April 2022 (Wednesday)	Deadline for company to publish answers to shareholders' questions.
By 9.00 a.m. on 22 April 2022 (Friday)	Deadline for shareholders to: <ul style="list-style-type: none"> • pre-register for live audio-visual webcast/live audio only stream of the AGM proceedings. • submit proxy form.
By 9.00 a.m. on 24 April 2022 (Sunday)	Authenticated shareholders will receive an email (the "Confirmation Email"): <ul style="list-style-type: none"> • confirming that they will be able to log-in on the date of the AGM with the URL link and instructions to access the live audio-visual webcast; and • containing a telephone number to access the live audio-only stream of the AGM proceedings. <p>Shareholders who do not receive the Confirmation Email by 9.00 a.m. on 24 April 2022 but have registered by the 22 April 2022 deadline should contact the Company at agm@creditbureauasia.com.</p>
Date and time of AGM – 9.00 a.m. on 25 April 2022 (Monday)	<ul style="list-style-type: none"> • Use the URL link and instructions provided in the Confirmation Email to access the live audio-visual webcast of the AGM proceedings; or • Call the telephone number in the Confirmation Email to access the live audio-only stream of the AGM proceedings.

Personal data privacy:

By submitting (a) a proxy form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, or (b) Shareholder particulars for pre-registration to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM or the Announcement, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of pre-registration for participation at the AGM for purpose of granting access to Shareholders to the LIVE WEBCAST or AUDIO ONLY MEANS and providing them with any technical assistance where necessary;

- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM. Accordingly, the personal data of a member (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.