

CPH LTD.

Company Registration No. 199804583E
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of CPH Ltd. (the “Company”) will be held at 8 First Lok Yang Road, Singapore 629731 on Thursday, 28 July 2016 at 9.30 a.m. for the purposes of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 March 2016 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Lee Teong Sang who retires pursuant to Regulation 89 of the Company’s Constitution and who, being eligible offers himself for re-election, as a Director of the Company. [See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Ong Kian Soon who retires pursuant to Regulation 89 of the Company’s Constitution and who, being eligible offers himself for re-election, as a Director of the Company. **(Resolution 3)**
4. To re-appoint Mr Lee Seng Chan as Director of the Company. [See Explanatory Note (ii)] **(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$76,000 for the financial year ended 31 March 2016 (2015: S\$76,000). **(Resolution 5)**
6. To re-appoint Messrs BDO LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

8. Authority to allot and issue shares

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”), the Constitution and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “Catalist Rules”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (the “Shares”) whether by way of rights, bonus or otherwise; and/or
- (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,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of the Instruments made or granted by the Directors while this Resolution was in force,

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provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares)(as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Constitution for the time being of the Company; and
- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company 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 (iii)]

(Resolution 7)

By Order of the Board

Ong Kian Soon
Company Secretary

Singapore, 13 July 2016

Explanatory Notes:

- (i) Mr Lee Teong Sang will, upon re-election as a Director of the Company, remain as the Chairman of the Audit and Remuneration Committees and a member of Nominating Committee. Mr Lee Teong Sang is considered Independent for purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr Lee Teong Sang can be found under the “Board of Directors” and “Corporate Governance Report” sections in the Company’s Annual Report. There are no relationships (including immediate family relationships) between Mr Lee Teong Sang and the other Directors, the Company and its ten per cent. (10%) shareholder.
- (ii) Mr Lee Seng Chan who is over the age of 70 was re-appointed as Director to hold office from the date of the last AGM (held on 30 July 2015) until this AGM pursuant to Section 153(6) of the Act. Section 153(6) of the Act was repealed when the Companies (Amendment) Act 2014 came into

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effect on 3 January 2016. As his appointment lapses at this AGM, Mr Lee Seng Chan will have to be re-appointed to continue in office. Upon his re-appointment at the conclusion of this AGM, going forward, Mr Lee Seng Chan's re-appointment will no longer be subject to shareholders' approval under Section 153(6) of the Act as repealed. Mr Lee Seng Chan will then be subject to retirement by rotation under the Company's Constitution. Upon his re-appointment at the conclusion of this AGM, Mr Lee Seng Chan will remain as Independent Non-Executive Director. Detailed information on Mr Lee Seng Chan can be found under the "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report. There are no relationships (including immediate family relationships) between Mr Lee Seng Chan and the other Directors, the Company and its ten per cent. (10%) shareholder.

- (iii) Ordinary Resolution 7, if passed, will empower the Directors from the date of this AGM until the date of the next annual general meeting or the date by which the next general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant Instruments convertible into shares and to issue share pursuant to such Instruments. The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares), of which the total number of shares issued other than on a *pro-rata* basis to existing shareholders of the Company, shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares).

For determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the total number of issued shares (excluding treasury shares) at the time Resolution 7 is passed after adjusting for new shares from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when Resolution 7 is passed and any subsequent consolidation or subdivision of shares.

Notes:

1. A Member (other than a Relevant Intermediary) entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. A member who is a Relevant Intermediary entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

"Relevant Intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 8 First Lok Yang Road, Singapore 629731 not less than forty-eight (48) hours before the time appointed for holding the AGM.
4. A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited at least seventy-two (72) hours before the time fixed for the holding of the AGM or any postponement or adjournment thereof, in order for the Depositor to attend and vote at the AGM.

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PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this notice, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Jennifer Tan, Senior Manager, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.