
PROXY FORM

PROXY FORM CPH LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199804583E)

PROXY FORM

IMPORTANT:

1. Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. Members (whether individuals or corporates) must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the EGM if such members wish to exercise their voting rights at the EGM.
2. This Proxy Form is not valid for use by investors who hold shares in the Company ("**Shares**") through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the EGM to specify voting instructions.
3. Please read the notes to this Proxy Form on instructions, *inter alia*, the appointment of the Chairman of the Meeting as proxy to vote on his/her/its behalf at the EGM.

I/We*, _____ [Name], _____
[NRIC/Passport/Company Registration No.] of

_____ [Address] being a member/members of CPH LTD. (the "**Company**"), hereby appoint the Chairman of the Meeting as my/our proxy*, to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held by electronic means on 4 August 2021 at 2.00 p.m. and at any adjournment thereof.

I/We* direct the Chairman of the Meeting to vote for, against, or to abstain from voting on the resolution proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given in respect of a resolution, the appointment of the Chairman of the Meeting as my/our proxy for that resolution will be treated as invalid.**

All capitalised terms used in this Proxy Form which are not defined herein shall have the meanings ascribed to them in the circular dated 29 June 2021 to shareholders of the Company ("**Circular**").

Shareholders should note that: (a) Ordinary Resolutions 1, 2, 3, 4, 5, 6 and 7 as well as Special Resolution 19 ("**Key Resolutions**") are inter-conditional upon each other; and (b) Ordinary Resolutions 8, 9, 10, 11, 12, 13, 14, 15, 16, 17 and 18 as well as Special Resolution 20 are conditional upon the passing of the Key Resolutions ("**Conditional Resolutions**"). This means that if any of the Key Resolutions is not passed, the other Key Resolutions would not be passed, and if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed.

In addition to the above, Shareholders should also note that: (i) Ordinary Resolutions 10 and 11 are inter-conditional, and Ordinary Resolution 14 is conditional upon the passing of both Ordinary Resolutions 10 and 11; and (ii) Ordinary Resolutions 12 and 13 are inter-conditional,

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and Ordinary Resolution 15 is conditional upon the passing of both Ordinary Resolutions 12 and 13. This means that if any of Ordinary Resolutions 10 and 11 is not passed, Ordinary Resolutions 10, 11 and 14 would not be passed. Similarly, if any of Ordinary Resolutions 12 and 13 is not passed, Ordinary Resolutions 12, 13 and 15 would not be passed.

No.	Resolutions	For	Against	Abstain
1.	Ordinary Resolution: Proposed Acquisition of the entire issued share capital of Shanaya Environmental Services Pte. Ltd. for the Purchase Consideration of S\$22,000,000 (Resolution 1)			
2.	Ordinary Resolution: Proposed issuance and allotment of 3,166,666,667 Consideration Shares (on a pre-consolidation basis) at the Issue Price of S\$0.006 to the Vendors in partial satisfaction of the Purchase Consideration for the Proposed Acquisition (Resolution 2)			
3.	Ordinary Resolution: Proposed issuance and allotment of 50,000,000 Introducer Shares (on a pre-consolidation basis) at the Issue Price of S\$0.006 to the Introducer in settlement of the Introducer Fee (Resolution 3)			
4.	Ordinary Resolution: Proposed issuance and allotment of 66,666,667 PPCF Shares (on a pre-consolidation basis) at the Issue Price of S\$0.006 to PPCF in partial settlement of its professional fees (Resolution 4)			
5.	Ordinary Resolution: Proposed Share Consolidation of every 40 existing shares into one (1) consolidated share, fractional entitlements to be disregarded (Resolution 5)			
6.	Ordinary Resolution: Proposed Whitewash Resolution for the waiver by Independent Shareholders of their right to receive a mandatory general offer from the Vendors and their concert parties for all the Shares in issue not already owned, controlled or agreed to be acquired by the Vendors and their concert parties on the completion of the Proposed Acquisition (Resolution 6)			
7.	Ordinary Resolution: Proposed appointment of Mohamed Gani Mohamed Ansari as a new director upon Completion (Resolution 7)			
8.	Ordinary Resolution: Proposed appointment of			

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	Sukhvinder Singh Chopra as a new director upon Completion (Resolution 8)			
9.	Ordinary Resolution: Proposed re-election of Ong Kian Soon as a director upon Completion (Resolution 9)			
10.	Ordinary Resolution: Lee Teong Sang's independence subject to approval of shareholders in anticipation of Rule 406(3)(d)(iii) of the Catalist Rules (Resolution 10)			
11.	Ordinary Resolution: Lee Teong Sang's independence subject to approval of shareholders (excluding the directors and CEO of the Company, and their associates) in anticipation of Rule 406(3)(d)(iii) of the Catalist Rules (Resolution 11)			
12.	Ordinary Resolution: Tito Shane Isaac's independence subject to approval of shareholders in anticipation of Rule 406(3)(d)(iii) of the Catalist Rules (Resolution 12)			
13.	Ordinary Resolution: Tito Shane Isaac's independence subject to approval of shareholders (excluding the directors and CEO of the Company, and their associates) in anticipation of Rule 406(3)(d)(iii) of the Catalist Rules (Resolution 13)			
14.	Ordinary Resolution: Proposed re-election of Lee Teong Sang as a director upon Completion (Resolution 14)			
15.	Ordinary Resolution: Proposed re-election of Tito Shane Isaac as a director upon Completion (Resolution 15)			
16.	Ordinary Resolution: Proposed adoption of the Shanaya Employee Share Option Scheme (Resolution 16)			
17.	Ordinary Resolution: Proposed adoption of the Shanaya Performance Share Plan (Resolution 17)			
18.	Ordinary Resolution: Proposed New General Share Issue Mandate (Resolution 18)			
19.	Special Resolution: Proposed Change of Company's Name to "Shanaya Limited" (Resolution 19)			
20.	Special Resolution: Proposed adoption of the New Constitution (Resolution 20)			

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Note: If you wish to exercise all your votes “For”, “Against” or to “Abstain” from voting, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2021

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES BELOW



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Notes:

1. 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 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the EGM in person. **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. Pursuant to Section 181 of the Companies Act (Chapter 50) of Singapore, any member of the Company who is a Relevant Intermediary is entitled to appoint the Chairman of the Meeting as proxy to attend and vote in his/her/its stead, but the Chairman of the Meeting must be appointed to exercise the rights attached to a different share or shares held by such member.

“**Relevant Intermediary**” means:

- a. a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - b. a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
 - c. the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
 6. CPF Investors or SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the time appointed for the holding of the EGM, that is, by 2.00 p.m. on 26 July 2021.
 7. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - a. if submitted by post, be lodged at the Company’s registered address at 8 First Lok Yang Road, Singapore 629731; or
 - b. if submitted electronically, be submitted via email to CPH_IR@circuitsplus.com.sg

in either case, by no later than 2.00 p.m. on 2 August 2021, being forty-eight (48) hours before the time appointed for holding the EGM. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

8. Where an instrument appointing Chairman of the Meeting as proxy is signed on behalf of the appointer by an attorney, the letter or the 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 of proxy may be treated as invalid.

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9. The instrument appointing Chairman of the Meeting as proxy must be under the hand of the appointer or of his/her attorney duly authorised in writing. Where the instrument appointing Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The dispensation of the use of common seal pursuant to the Companies Act, Chapter 50 of Singapore is applicable at this EGM.

GENERAL:

The Company shall be entitled to reject the instrument appointing Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing Chairman of the Meeting as proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing Chairman of the Meeting as proxy lodged if the members, being the appointer, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

10. By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 29 June 2021.