

CPH LTD.

(Company Registration No. 199804583E)
(the “**Company**”)
(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, 30 July 2015 at 9.30 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon.	(Resolution 1)
2.	To re-elect Mr Ong Seng Gee who is retiring pursuant to Article 89 of the Company’s Articles of Association, as Director of the Company. <i>[See Explanatory Note (i)]</i>	(Resolution 2)
3.	To re-elect Mr Tito Shane Isaac who is retiring pursuant to Article 89 of the Company’s Articles of Association, as Director of the Company. <i>[See Explanatory Note (ii)]</i>	(Resolution 3)
4.	To re-appoint Mr Lee Seng Chan who will retire and seek for re-appointment pursuant to Section 153(6) of the Companies Act, Cap. 50 of Singapore.	(Resolution 4)
5.	To approve the payment of Directors’ fees of S\$76,000 for the financial year ended 31 March 2015. (FY2014: S\$76,000).	(Resolution 5)
6.	To re-appoint BDO LLP as Auditor of the Company and 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 an ordinary resolution, with or without any modifications:

8	<p>Authority to issue shares</p> <p>“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”) and the Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:-</p> <p>(a) (i) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or</p> <p>(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,</p> <p>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</p> <p>(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:</p> <p>(1) the aggregate number of Shares to be issued (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) (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 the existing shareholders of the Company (including Shares to be issued in pursuance of 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) (calculated in accordance with sub-paragraph (2) below) or such other limited as may be prescribed by the Catalist Rules as at the date this Resolution is passed;</p> <p>(2) (subject to such manner of calculation and adjustments as</p>	(Resolution 7)
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	<p>CPH LTD. NOTICE OF ANNUAL GENERAL MEETING</p> <p>Continuation Sheet 3</p> <p>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 the total number of issued Shares (excluding treasury shares) shall be based on the Company's total number of issued Shares (excluding treasury shares) at the date of the passing of this Resolution, after adjusting for :-</p> <p>(i) new Shares arising from the conversion or exercise of any convertible securities;</p> <p>(ii) new Shares arising from exercising share options or vesting of share awards which are outstanding and/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 Catalist Rules; and</p> <p>(iii) any subsequent bonus issue, consolidation or subdivision of Shares;</p> <p>(3) in exercising the authority conferred by this Resolution, the Directors shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Articles of Association for the time being of the Company; and</p> <p>(4) unless previously revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall 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 earlier.</p> <p><i>[See Explanatory Note (iii)]</i></p>	
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BY ORDER OF THE BOARD

Ong Kian Soon
Company Secretary

SINGAPORE
15 July 2015

CPH LTD.
NOTICE OF ANNUAL GENERAL MEETING

Continuation Sheet 4

Explanatory Note:

- (i) Mr Ong Seng Gee, upon re-election as a Director of the Company, will remain as the member of the Audit Committee, Remuneration Committee and Nominating Committee. He is considered non-independent for purposes of Rule 704(7) of the Catalist Rules.
- (ii) Mr Tito Shane Isaac, upon re-election as a Director of the Company, will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and is considered as an Independent Director of the Company.
- (iii) Ordinary Resolution 7, if passed, will empower the Directors from the date of the AGM until the date of the next annual general meeting, to allot and issue Shares and/or convertible securities up to an amount not exceeding one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) of the Company, of which up to fifty per cent (50%) of the issued Shares (excluding treasury shares), may be issued other than on a pro rata basis to shareholders. This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier.

NOTES:-

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and where there are two proxies, the number of shares to be represented by each proxy must be stated.
2. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
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 for holding the AGM.

PERSONAL DATA PRIVACY

Where a member of the Company submits 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, proxy 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 assumes 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. Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.