

# CPH LTD.

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

## ANNUAL GENERAL MEETING PROXY FORM

### IMPORTANT:

1. Due to the current COVID-19 situation in Singapore, members will not be able to attend the Annual General Meeting ("AGM") in person. Members (whether individuals or corporates) must appoint the Chairman of the Meeting as their proxy to attend and vote on their behalf at the AGM if such members wish to exercise their voting rights at the AGM.
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 AGM 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 AGM.

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 Annual General Meeting ("**AGM**") of the Company to be held by electronic means on Friday, 9 July 2021 at 10:00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for and against, or to abstain from voting on the resolutions proposed at the AGM 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.

No.	Resolutions	For	Against	Abstain
<b>Ordinary Business</b>				
<b>Ordinary Resolution 1</b>	Adoption of Audited Financial Statements for the financial year ended 31 March 2021 together with the Directors' Statement and the Auditors' Report thereon			
<b>Ordinary Resolution 2</b>	Re-election of Mr Lee Teong Sang as Director			
<b>Ordinary Resolution 3</b>	Approval of Directors' fees of S\$46,000 for the financial year ended 31 March 2021			
<b>Ordinary Resolution 4</b>	Re-appointment of BDO LLP as Auditors			
<b>Special Business</b>				
<b>Ordinary Resolution 5A – Tier 1</b>	To approve Mr Lee Teong Sang to continue in office as Independent Director (Tier 1 Voting)			
<b>Ordinary Resolution 5B – Tier 2</b>	To approve Mr Lee Teong Sang to continue in office as Independent Director (Tier 2 Voting)			
<b>Ordinary Resolution 6</b>	Authority to allot and issue new shares			

Notes: If you wish to exercise all your votes "For" or "Against" or "Abstain", please 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

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

\_\_\_\_\_  
Signature of Member(s)/Common Seal of Corporate Member

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

## 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 AGM 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 AGM if such member wishes to exercise his/her/its voting rights at the AGM.
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, Cap. 50 of Singapore, any member of the Company who is a Relevant Intermediary is entitled to appoint the Chairman of Meeting as proxy to attend and vote in his/her stead, but the Chairman 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 license 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 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 7 working days before the time appointed for the holding of the AGM, that is, by 10:00 a.m. on 29 June 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@circuitplus.com.sg

in either case, at least 48 hours before the time for holding the AGM. 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.
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 AGM.

## 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 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 24 June 2021.