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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of **CPH LTD.** (the "**Company**") will be held on 24 February 2021 at 11:00 a.m., by way of electronic means, for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:-

*Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined shall bear the same meanings as ascribed to them in the circular dated 9 February 2021 (the "**Circular**") issued by the Company to its Shareholders.*

ORDINARY RESOLUTION

THE PROPOSED DISPOSAL OF THE COMPANY'S FACTORY AT 8 FIRST LOK YANG ROAD, SINGAPORE 629731, AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

THAT:

(a) approval be and is hereby given to Circuits Plus Pte Ltd ("**CPPL**"), a wholly-owned subsidiary of the Company, for the disposal of the property located at 8 First Lok Yang Road, Singapore 629731 for an aggregate consideration of S$6,500,000, on the terms and subject to the conditions of the option to purchase (the "**Option**") granted by CPPL on 13 November 2020 to the Purchaser (the "**Proposed Disposal**");

(b) the Directors of the Company and any one of them be and is/are hereby authorised and empowered to approve, perform and complete and do all such acts and things (including without limitation, to approve, modify, supplement, ratify, sign, seal, execute and deliver all such documents as may be required in connection with the Proposed Disposal) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give full effect to the Proposed Disposal, the Option and this resolution, and the transactions contemplated by the Proposed Disposal, the Option and/or authorised by this resolution, or for all the foregoing purposes; and

(c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any Director of the Company in connection with the Proposed Disposal and this ordinary resolution be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Ong Kian Soon
Director and Company Secretary
9 February 2021

Notes:

1. Registration of Live Webcast

   The EGM is being convened, and will be held, by 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 (the "**COVID-19 Order**").

   The EGM of the Company will be conducted via electronic means only and Shareholders will not be able to attend the EGM in person. Shareholders may watch or listen to the proceedings via a live webcast or audio-only stream on their mobile phones, tablets or computers.

   Shareholders as well as investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (the "**Relevant Intermediaries**") (including investors who hold shares under the Central Provident Fund Investment Scheme ("**CPF**") (the "**CPF Investors**") or the Supplementary Retirement Scheme ("**SRS**") (as the case may be) (the "**SRS Investors**") who wish to watch or listen to the proceedings of the EGM via live webcast or audio-only stream must pre-register on the EGM website at https://live.motionmediaworks.com/cph_egm_reg no later than 11:00 a.m. on 21 February 2021 (the "**Registration Deadline**") to enable the Company to verify their status as Shareholders.

   Following the verification, authenticated Shareholders will receive an email no later than 6:00 p.m. on 22 February 2021 (the "**Confirmation Email**") containing instructions on how to access the live webcast or live audio stream of the EGM proceedings.

   Shareholders who do not receive the Confirmation Email by 6:00 p.m. on 22 February 2021, but who have registered by the Registration Deadline, should contact Motion Media Works for assistance at tel. no. (+65) 96958365 or email to us at CPH_IR@circuitsplus.com.sg.

   Shareholders are reminded that the EGM proceedings are private. Instructions on access to the live webcast or the live audio stream of the EGM proceedings should therefore not be shared with anyone who is not a Shareholder of the Company or otherwise not authorized to attend the EGM. This is also to avoid any technical disruptions or overload to the live webcast meeting. Recording of the live webcast in whatever form is also strictly prohibited.

2. Notice of EGM and Circular

   In line with the provisions under the COVID-19 Order, no printed copies of the Notice of EGM, the Circular and/or the Proxy Form will be despatched to Shareholders. The electronic copies of the Notice of EGM, the Proxy Form and the Circular will be made available on the Company's website at URL http://www.circuitsplus.com.sg/investor-relations and SGX website at URL http://www.sgx.com/securities/company-announcements.

3. Submission of Questions in Advance

   Shareholders will not be able to ask questions at the EGM during the live webcast. Shareholders can submit their questions to the Company by the Registration Deadline to the EGM website at https://live.motionmediaworks.com/cph_egm_reg or by post to the Company's registered address at 8 First Lok Yang Road, Singapore 629731. All substantial and relevant questions received will be responded to prior to, or at, the EGM.

When sending in the questions via the EGM website or by post to the Company's registered address, Shareholders are also required to provide the following details, failing which the submission will be treated as invalid:

(i) Full name;
(ii) Address;
(iii) NRIC or Passport Number;
(iv) Number of shares held; and
(v) The manner in which the shares in the Company are held (e.g. via scrip, CDP, CPF or SRS).

Shareholders who hold their shares through the Relevant Intermediaries and who wish to submit questions should approach their respective Relevant Intermediaries early, so that the Relevant Intermediaries may in turn submit their questions for the EGM to the Company via the EGM Website or by post before the Registration Deadline (i.e. no later than 11:00 a.m. on 21 February 2021).

4. Voting

A Shareholder will not be able to vote online on the resolution to be tabled for approval at the EGM. Shareholders who wish to exercise his/her/its voting rights at the EGM must each submit a proxy form to appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting.

In appointing the Chairman of the Meeting as proxy, a Shareholder of the Company 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.

The Chairman of the Meeting, as proxy, need not be a Shareholder of the Company.

The proxy form must be submitted through any one of the following means:

(i) Physical mail to the Company's registered address at 8 First Lok Yang Road, Singapore 629731; or

(ii) Electronic mail to CPH_IR@circuitsplus.com.sg

by no later than 11:00 a.m. on 22 February 2021 (the "**Cut-off time**"), being forty-eight (48) hours before the time appointed for holding the EGM.

Shareholders who wish to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit proxy forms electronically via email.

A CPF Investor and/or SRS Investor (as may be applicable) who wishes to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 11:00 a.m. on 15 February 2021) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the Cut-off time. The proxy form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Shareholders should note that the

manner of conduct of the EGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conduct of the EGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

Personal data privacy:

By submitting (a) a proxy form appointing the Chairman of the Meeting as the proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) Shareholder's particulars for pre-registration to participate in the EGM via live webcast, or (c) submitting any questions prior to the EGM in accordance with this Notice of EGM, 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:

(a) Processing and administration by the Company (or its agents, advisers or service providers, as the case may be) of proxy form appointing the Chairman of the Meeting as the proxy for the EGM (including any adjournment thereof);

(b) Preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);

(c) Processing of pre-registration for participation at the EGM for purpose of granting access to Shareholders to the live webcast and providing them with any technical assistance when necessary;

(d) Addressing relevant and substantial questions related to the resolutions to be tabled for approval at the EGM from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions; and

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