



P5 CAPITAL HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Registration No. 199806046G

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of the Company will be held at 213 Henderson Road #02-08 Henderson Industrial Park Singapore 159553 on Friday, 26 July 2019 at 9.00 a.m. to transact the following business:-

ORDINARY BUSINESS

- 1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2019 and together with the Independent Auditors' Report thereon. **[Resolution 1]**
- 2(a) To re-elect Mr Lim Kwang Joo* who is retiring in accordance with Regulation 103 of the Company's Constitution, as Director of the Company. **[Resolution 2(a)]**
[See Explanatory Note (i)]
- 2(b) To re-elect Mr Eng Ek Phang* who is retiring in accordance with Regulation 103 of the Company's Constitution, as Director of the Company. **[Resolution 2(b)]**
[See Explanatory Note (ii)]
- 2(c) To re-elect Mr Koh Beng Leong* who is retiring in accordance with Regulation 103 of the Company's Constitution, as Director of the Company. **[Resolution 2(c)]**
[See Explanatory Note (iii)]
- 2(d) To re-elect Mr Phoon Han Meng Linus* who is retiring in accordance with Regulation 103 of the Company's Constitution, as Director of the Company. **[Resolution 2(d)]**
[See Explanatory Note (iv)]
- 3 To approve the payment of Directors' fees of S\$76,000 for the financial year ended 31 March 2019. **[Resolution 3]**
(2018: S\$76,000)
- 4 To re-appoint Messrs KPMG LLP as Auditors and to authorise the Directors to fix their remuneration. **[Resolution 4]**

Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:-

- 5 **Authority to allot and issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual - Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the Company ("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 of the Company 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 any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
 - (1) the aggregate number of shares (including shares to be issued in pursuance to the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per cent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued (including shares to be issued in pursuance to the Instruments) 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 and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (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-paragraphs (i) and (ii) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the date this Resolution is passed, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any convertible securities outstanding and/or subsisting at the time this authority is given;
 - (b) new shares arising from the exercise of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution provided the share options or share awards, were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
 - (3) in exercising the authority conferred by this Resolution, the Directors 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) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (v)]

[Resolution 5]

- 6 To transact any other business that may be properly transacted at an AGM.

By Order of the Board

Ong Bee Hoon

Company Secretary
Singapore

10 July 2019

Explanatory Notes:

- i) Mr Lim Kwang Joo, if re-elected, will remain a director and the executive chairman of the Company.
- ii) Mr Eng Ek Phang, if re-elected, will remain a director of the Company and chairman of the nominating and audit committees and a member of the remuneration committee and will be considered as an independent director.
- iii) Mr Koh Beng Leong, if re-elected, will remain a director of the Company and Chairman of the remuneration committee and member of the nominating and audit committees and will be considered as an independent director.
- iv) Mr Phoon Han Meng Linus, if re-elected, will remain a director of the Company and member of the nominating, remuneration and audit committees and will be considered as an independent director.

Note: * For details of their disclosure to Rule 720(5) of the Catalist Rules, please refer to pages 35 to 40 of the Annual Report

- v) The Resolution 5, if passed, will authorise and empower the Directors of the Company from the date of the above AGM until the next AGM to allot and issue shares and /or convertible securities. The aggregate number of shares and/or convertible securities which the Directors may allot and issue under this Resolution shall not exceed in aggregate one hundred percent (100%) of the total issued shares (excluding treasury shares and subsidiary holdings), of which the total number of shares and/or convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed fifty percent (50%) of the total issued shares (excluding treasury shares and subsidiary holdings) at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instruments issued under this authority.

Proxies:

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. Where a member (other than a Relevant Intermediary*) appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing the proxies.
3. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
4. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
5. The instrument appointing a proxy must be deposited at the registered office of the Company at 213 Henderson Road #03-08 Henderson Industrial Park Singapore 159553, not less than 48 hours before the time appointed for holding of the AGM.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) or wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who hold shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board (the "Board") established by the Central Provident Fund Act (Chapter 36), 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 Board, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.