



P5 CAPITAL HOLDINGS LTD.
(Company Registration No. 199806046G)
(Incorporated in the Republic of Singapore)

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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PROPOSED PLACEMENT OF 132,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF P5 CAPITAL HOLDINGS LTD. AT A PLACEMENT PRICE OF S\$0.027 PER SHARE

1. INTRODUCTION

- 1.1 The Board of Directors (the "**Board**" or "**Directors**") of P5 Capital Holdings Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the Company has on 18 January 2021 entered into the following subscription agreements for the issue and allotment of new ordinary shares in the capital of the Company (the "**Placement Shares**") (the "**Subscription Agreements**") (the "**Proposed Placement**") with the following persons ("**Subscribers**") in the following proportions:

S/N	Name of Subscriber	Proportion of Aggregate Consideration	Number of Placement Shares	Number of Placement Shares as a percentage of the existing share capital of the Company ⁽¹⁾	Number of Placement Shares as a percentage of the enlarged share capital of the Company ⁽²⁾
1.	Chua Weijie	S\$567,000	21,000,000	3.77%	3.05%
2.	Sim Siew Tin Carol	S\$567,000	21,000,000	3.77%	3.05%
3.	Krishnan Muthappan	S\$540,000	20,000,000	3.59%	2.90%
4.	Low Lay Kheng	S\$351,000	13,000,000	2.33%	1.89%
5.	Evolve Capital Management Private	S\$270,000	10,000,000	1.79%	1.45%

S/N	Name of Subscriber	Proportion of Aggregate Consideration	Number of Placement Shares	Number of Placement Shares as a percentage of the existing share capital of the Company ⁽¹⁾	Number of Placement Shares as a percentage of the enlarged share capital of the Company ⁽²⁾
	Limited				
6.	Giraffe Artworks Pte. Ltd.	S\$270,000	10,000,000	1.79%	1.45%
7.	Tan Kien Hong	S\$270,000	10,000,000	1.79%	1.45%
8.	Ho Chwee Seng	S\$251,100	9,300,000	1.67%	1.35%
9.	Tan Kheng Chai	S\$153,900	5,700,000	1.02%	0.83%
10.	Ong Shen Chieh (Wang Shengjie)	S\$108,000	4,000,000	0.72%	0.58%
11.	Lim Yao Rong Rachel	S\$81,000	3,000,000	0.54%	0.44%
12.	Raquel Wong Lu Yee	S\$81,000	3,000,000	0.54%	0.44%
13.	Angsana Investments Pte. Ltd.	S\$54,000	2,000,000	0.36%	0.29%
	TOTAL	S\$3,564,000	132,000,000	23.68%	19.14% ⁽³⁾

Notes:

(1) Based on the number of Placement Shares divided by the existing issued and paid-up share capital of the Company of 557,524,443 Shares before the Proposed Placement (adjusted for rounding).

(2) Based on the number of Placement Shares divided by the enlarged issued and paid-up share capital of the Company of 689,524,443 Shares after the Proposed Placement (adjusted for rounding).

(3) Calculations per note (2) above. Percentage figures may not add up due to rounding

- 1.2 The Subscribers have agreed to subscribe for an aggregate of 132,000,000 Placement Shares, at an issue price of S\$0.027 per Placement Share ("**Placement Price**"), amounting to an aggregate consideration of approximately S\$3,564,000 ("**Aggregate Consideration**"), and on the terms and conditions of the Subscription Agreements.

2. THE PROPOSED PLACEMENT

2.1 The Placement Shares

The Placement Shares are intended to be issued pursuant to the general share issuance mandate (the "**General Mandate**") obtained at the annual general meeting of the Company held on 29 September 2020 ("**2020 AGM**") which, pursuant to Section 161 of the Companies Act

(Chapter 50) of Singapore and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”), authorises the Directors to allot and issue new shares in the capital of the Company (the “**Shares**”) not exceeding 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time the General Mandate was 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 shall not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

The number of issued Shares (excluding treasury shares and subsidiary holdings) as at the 2020 AGM was 557,524,443 Shares. As no Shares were issued under the General Mandate prior to the Proposed Placement, the maximum number of Shares that may be issued pursuant to the General Mandate other than on a *pro rata* basis shall not exceed 278,762,221 Shares. As such, the allotment and issuance of all the Placement Shares falls within the limits of the General Mandate.

Assuming that the Proposed Placement is fully subscribed, the Placement Shares will represent approximately 23.68% of the Company’s existing issued and paid up share capital of 557,524,443 Shares as at the date of this announcement. Upon completion of the Proposed Placement and assuming that the Proposed Placement is fully subscribed, the issued and paid up share capital of the Company will increase to 689,524,443 Shares and the Placement Shares will represent approximately 19.14% of the Company’s enlarged issued and paid up share capital.

The Placement Shares, when issued and fully paid, shall be free from all liens, charges and encumbrances and shall rank *pari passu* with and shall carry all rights similar to the existing ordinary Shares except for any dividends, right, allotment or other distributions, the record date for which falls on or before the Completion Date (as defined below).

2.2 The Placement Price

The Placement Price represents a discount of approximately 7.5% to the volume weighted average price of S\$0.0292 for trades done on the Shares on 14 January 2021, being the preceding full market day during which the Shares were traded prior to the signing of the Subscription Agreements (18 January 2021).

2.3 Conditions Precedent

Completion of the Proposed Placement is conditional upon, *inter alia*:

- (i) the listing and quotation notice (the “**LQN**”) being obtained from the SGX-ST for the listing of and quotation for the Placement Shares on Catalist; and
- (ii) (if applicable) the approval of the shareholders of the Company in a general meeting for the allotment and issue of the Placement Shares at the Placement Price.

There will not be any prospectus or offer information statement issued in connection with the Proposed Placement as the Proposed Placement will be made pursuant to exemptions under Sections 274 and 275 of the Securities and Futures Act. As such, no placement agent has been appointed in respect of the Proposed Placement. No commission or referral fees pursuant to the Proposed Placement will be paid to any party.

If any of the conditions set out in the Subscription Agreements has not been fulfilled upon the expiry of three (3) months from the date of the Subscription Agreements, the Subscription Agreements shall become null and void. Upon such event, all monies paid by the Subscribers (if any) shall be refunded to the Subscribers forthwith free of interest, and neither party shall have any right to claim against the other under the Subscription Agreements for whatsoever reason.

2.4 Completion

The Company's Sponsor, RHT Capital Pte. Ltd., will be submitting an application on behalf of the Company to the SGX-ST for the listing of and quotation for the Placement Shares on Catalist. The Company will make the necessary announcements once the LQN for the listing of and quotation for the Placement Shares is obtained from SGX-ST.

The Subscribers shall pay the Aggregate Consideration to the Company within two (2) business days from the Company's receipt of the LQN or (if applicable) the approval of the shareholders of the Company in a general meeting for the allotment and issue of the Placement Shares at the Placement Price, whichever is later.

Completion of the Proposed Placement will occur within three (3) business days after the Company's receipt of the Aggregate Consideration from the Subscribers ("**Completion Date**").

3. INFORMATION ON THE SUBSCRIBERS

Shareholders should note that the information relating to the Subscribers in this paragraph and elsewhere in this announcement were provided by the Subscribers. The Company and the Directors have not independently verified the accuracy and correctness of such information.

3.1 The background details of the Subscribers are set out below:

S/N	Name of Subscriber	Background of Subscriber
1.	Chua Weijie	Chua Weijie is a private investor.
2.	Sim Siew Tin Carol	Sim Siew Tin Carol is a private investor.
3.	Krishnan Muthappan	Krishnan Muthappan is a private investor.
4.	Low Lay Kheng	Low Lay Kheng is a private investor.
5.	Evolve Capital Management Private Limited	Evolve Capital Management Private Limited is a registered fund management company with the Monetary Authority of Singapore, with mandate to invest in growth capital investments. The firm is owned by three individuals, Andy Chi (30%), Christina Lye Mei Ling (30%) and Chua Hiang Hwee (70%) respectively.
6.	Giraffe Artworks Pte. Ltd.	Giraffe Artworks Pte. Ltd. is a private company incorporated in Singapore, majority owned by an individual, Yap Soon Heng.
7.	Tan Kien Hong	Tan Kien Hong is a private investor.
8.	Ho Chwee Seng	Ho Chwee Seng is a private investor.
9.	Tan Kheng Chai	Tan Kheng Chai is a private investor.
10.	Ong Shen Chieh (Wang Shengjie)	Ong Shen Chieh (Wang Shengjie) is a private investor.

S/N	Name of Subscriber	Background of Subscriber
11.	Lim Yao Rong Rachel	Lim Yao Rong Rachel is a private investor.
12.	Raquel Wong Lu Yee	Raquel Wong Lu Yee is a private investor.
13.	Angsana Investments Pte. Ltd.	Angsana Investments Pte. Ltd. is a private company incorporated in Singapore which is jointly owned by two individuals, Meyer Gunther Robert and Tan Su-lyn.

3.2 Save for the Subscribers in the table below, none of the Subscribers are existing shareholders of the Company:

S/N	Name of Subscriber	Existing Shareholding as at the Date of this Announcement ⁽¹⁾			Post-Placement Shareholding ⁽²⁾		
		Direct	Deemed	Total	Direct	Deemed	Total
1.	Sim Siew Tin Carol	0%	0.75% ⁽³⁾	0.75%	3.05%	0.61% ⁽³⁾	3.65% ⁽⁴⁾
2.	Tan Kheng Chai	3.74%	0%	3.74%	3.85%	0%	3.85%

Notes:

- (1) Based on the existing issued and paid-up share capital of 557,524,443 Shares in the Company before the Proposed Placement.
- (2) Based on the enlarged issued and paid-up share capital of 689,524,443 Shares in the Company after the Proposed Placement.
- (3) By virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore and Section 7 of the Companies Act, Chapter 50 of Singapore, Ms Sim Siew Tin Carol is deemed to be interested in the 4,199,000 Shares held by STF Investments Ltd.
- (4) Percentage figure may not add up due to rounding.

- 3.3 The Subscribers were introduced to the Group through the business contacts and connections of its Chief Executive Officer and Executive Director. The Subscribers have expressed an interest to invest in the Company and, as the Company understands, have entered into the Subscription Agreements for their respective financial investment purposes and will not be holding the Placement Shares on trust or as a nominee. The Company confirms that the Proposed Placement will not result in any material conflict of interest as there are no other relationships between the Subscribers and the Company (save as set out above). Each Subscriber has entered into the Subscription Agreement purely for investment purposes only, and has no intention of influencing the management of, or exercising control over, the Company, and is not acting in concert with any persons to obtain or consolidate control of the Company.
- 3.4 Save as disclosed, to the best of the Company's knowledge, none of the Subscribers have any connection (including business relationships) with any other Subscriber(s), the Company, its Directors and substantial shareholders.
- 3.5 The Placement Shares will not be issued to any of the persons listed in Rule 812(1) of the Catalyst Rules. In addition, the issuance of the Placement Shares will not be made without the prior approval of the Company's shareholders in a general meeting if such issuance would bring about a transfer of controlling interest.

3.6 There is no moratorium imposed on the Placement Shares.

4. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

The table illustrating the financial effects of the Proposed Placement on (i) the net tangible asset (“NTA”) per Share of Group (assuming the Proposed Placement had been completed at the end of that financial year); and (ii) the loss per Share (“LPS”) of the Group (assuming that the Proposed Placement had been completed at the beginning of that financial year), based on the latest audited consolidated financial statements of the Group for the financial year ended 31 March 2020 (“FY2020”) are set out below.

For the avoidance of doubt, the financial effects of the Proposed Placement on the Group are for illustrative purposes only and are, therefore, not indicative of the actual financial performance or position of the Group after the completion of the Proposed Placement. These financial effects do not take into account (i) any other corporate actions announced and undertaken by the Group; and (ii) any issuance of new Shares, on or after 1 April 2020. The financial effects also do not take into account any fees and expenses to be incurred in relation to the Proposed Placement.

4.1 NTA of the Group

Assuming the Proposed Placement had been completed on 31 March 2020, the financial effects on the NTA per Share of the Group as at 31 March 2020 are as follows:

	Before the Proposed Placement	After the Proposed Placement
NTA attributable to equity holders of the Group (S\$)	13,265,677	16,797,677
Number of Shares	557,524,443	689,524,443
NTA per Share (S\$ cents)	2.38	2.44

4.2 LPS of the Group

Assuming the Proposed Placement had been completed on 1 April 2019, the financial effect on the LPS of the Group for FY2020 are as follows:

	Before the Proposed Placement	After the Proposed Placement
Net loss attributable to equity holders of the Group (S\$)	1,419,075	1,451,075
Number of shares	557,524,443	689,524,443
LPS (S\$ cents)	0.25	0.21

5. RATIONALE FOR PLACEMENT AND USE OF PROCEEDS

5.1 The Directors are of the view that the Proposed Placement is beneficial for the Group as it will (i) strengthen the Group’s financial position, (ii) improve the Group’s cash flow to meet anticipated general working capital requirements, and (iii) increase resources and working capital available to the Group to fund acquisition of assets as and when they arise, as part of the management’s strategy for long-term business growth.

5.2 Assuming that the Proposed Placement is fully subscribed, the estimated net proceeds from the Proposed Placement (after deducting professional fees and related estimated expenses pertaining to the Proposed Placement of approximately S\$32,000 to be borne by the Company) will be approximately S\$3,532,000 (the “**Net Proceeds**”).

5.3 The Company intends to allocate the Net Proceeds as follows:

Use of Net Proceeds	Amount (S\$'000)	Percentage Allocation (%)
General corporate requirements (including funding of expansion and opportunities) of the existing lifestyle and renewable and sustainable energy segments of the Group	2,826	80
General working capital (including meeting general overheads and other operating expenses of the Group)	706	20
Total	3,532	100

5.4 Pending the deployment of the Net Proceeds, the Company intends to place the Net Proceeds from the Proposed Placement with banks and/or financial institutions or use the Net Proceeds for any other purposes on a short-term basis, as the Directors may deem fit in the interests of the Group.

5.5 The Company will make periodic announcements on the utilisation of the Net Proceeds as and when the funds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full year financial statements and the Company's annual report. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the announcements and the annual report. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

6. CONFIRMATION BY DIRECTORS

The Directors are of the opinion that:

- (i) after taking into consideration the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements; and
- (ii) after taking into consideration the present bank facilities and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

Notwithstanding the above, the Directors are of the view that the Proposed Placement is beneficial for the Group for such reasons as set out in section 5 of this announcement.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Placement, other than through their respective shareholdings (if any) in the Company.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Subscription Agreements are available for inspection at the Company's registered office at 213 Henderson Road #03-08 Henderson Industrial Park Singapore 159553 during normal business hours for three (3) months from the date of this announcement.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the announcement in its proper form and context.

10. GENERAL

Shareholders and potential investors should note that the Proposed Placement is subject to the fulfilment of, *inter alia*, the conditions set out above, including the obtaining of the relevant regulatory approvals, and accordingly should exercise caution when trading in the shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial tax or other professional advisers.

Further announcements will be made by the Company as and when appropriate.

By Order of the Board

Lim Shao-Lin
Chief Executive Officer and Executive Director
19 January 2021