

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting (the “**AGM**”) of P5 Capital Holdings Ltd. (the “**Company**”) will be held by way of electronic means on Wednesday, 28 July 2021 at 10 a.m. to transact the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2021, together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Koh Beng Leong, who is retiring in accordance with Regulation 106 of the Company’s Constitution, as Director of the Company. **(Resolution 2)**
[See Explanatory Note (i)]
3. To re-elect Mr Chia Soon Hin William, who is retiring in accordance with Regulation 110(1) of the Company’s Constitution, as Director of the Company. **(Resolution 3)**
[See Explanatory Note (ii)]
4. To re-elect Ms Leow Sau Wan, who is retiring in accordance with Regulation 110(1) of the Company’s Constitution, as Director of the Company. **(Resolution 4)**
[See Explanatory Note (iii)]
5. To approve the payment of Directors’ fees of S\$80,000 for the financial year ending 31 March 2022. (2021: S\$89,603) **(Resolution 5)**
6. To re-appoint Messrs KPMG LLP as the Independent Auditors of the Company and authorise the Directors of the Company 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 Resolutions as Ordinary Resolutions, with or without any modifications:

8. **Authority to allot and issue shares** **(Resolution 7)**

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

- (a) (i) allot and issue shares in the capital of 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,

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at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may at 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 while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to Shareholders of the Company does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as 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 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) at the time this Resolution is passed, after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or 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 Shares.

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company 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), the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of 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; or in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (iv)]

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9. The Proposed Renewal of the Share Buy Back Mandate

(Resolution 8)

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors be authorised to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) market purchases (each a **“Market Purchase”**) transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (each an **“Off-Market Purchase”**) effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,
- and otherwise in accordance with all other provisions of the Companies Act and the Catalist Rules as may for the time being be applicable (the **“Share Buy Back Mandate”**);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by Shareholders of the Company at a general meeting, the authority conferred on the Directors for the purchases or acquisition of shares pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next AGM of the Company is held or is required by law to be held;
 - (ii) the date on which pursuant to the Share Buy Back Mandate the share buy back is carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked by Shareholders of the Company in a general meeting;
- (d) for the purposes of this resolution:

“Prescribed Limit” means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding treasury shares and subsidiary holdings);

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“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: One hundred and five per cent (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase: One hundred and twenty per cent (120%) of the Average Closing Price (as defined below),

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, the day of making of the offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) market days period and the day on which the purchases or acquisitions of shares are made;

“**day of making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from members of the Company for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**market day**” means a day on which the SGX-ST is open for trading in securities, and

- (e) any of the Directors be and/or any of them are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (v)]

By Order of the Board

Tan Zi Jing, Clara
Company Secretary

Singapore,
13 July 2021

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Explanatory Notes:

- (i) Mr Koh Beng Leong, if re-elected, will remain as Executive Director of the Company. Please refer to the “Additional Information on Directors Seeking Re-election” section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
- (ii) Mr Chia Soon Hin William, if re-elected, will remain as Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalyst Rules. Please refer to the “Additional Information on Directors Seeking Re-election” section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
- (iii) Ms Leow Sau Wan, if re-elected, will remain as Executive Director of the Company. Please refer to the “Additional Information on Directors Seeking Re-election” section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
- (iv) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of this AGM 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, or the date on which such authority is varied or revoked by the Company at a general meeting, whichever is the earlier, to issue new ordinary shares, make or grant Instruments convertible into new ordinary shares and to issue new ordinary shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per cent (100%) of the total number of issued ordinary shares, (excluding treasury shares and subsidiary holdings), up to fifty per cent (50%) of the total number of issues shares, (excluding treasury shares and subsidiary holdings), may be issued other than on a *pro rata* basis to Shareholders of the Company.
- (v) The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors, from the date of the AGM until the date on which the next AGM is held or is required by law to be held, the date on which the share buy back is carried out to the full extent mandated, or the date on which the authority contained in the Share Buy Back Mandate is varied or revoked by the Company at a general meeting, whichever is the earliest, to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate are set out in greater detail in the Addendum accompanying this notice.

Notes:-

Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”):

This AGM 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 Notice of AGM, Annual Report 2021, Appendix dated 13 July 2021 relating to the Proposed Renewal of the Company’s Share Buy-back Mandate and Proxy Form have been sent to Shareholders by electronic means via publication on the SGX Website at URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will not be mailed to Shareholders.

Due to the current COVID-19 restriction orders in Singapore, the Company has made alternative arrangements for a live webcast and live audio feed of the Annual General Meeting proceedings (the “Live AGM Webcast” or the “Live AGM Audio Feed”) which will take place on Wednesday, 28 July 2021 at 10 a.m. (the “AGM”) in place of a physical AGM. Shareholders will be able to watch and/or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed via mobile phone, tablet, computer or any such electronic device. **The Company will not accept any physical attendance by Shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.**

Shareholders will be able to participate in the AGM in the following manner set out in the paragraphs below.

PRE-REGISTRATION OF AGM

1. Shareholders who would like to view the proceedings of the AGM via Live AGM Webcast or listen to the proceedings of the AGM through Live AGM Audio Feed, will need to pre-register by submitting their particulars (comprising emails, full name, NRIC/passport Nos/Company Registration Nos and number of share held) by email to ir@p5.com.sg, from **13 July 2021 onwards to no later than 10.00 a.m. on 25 July 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the “AGM Registration Deadline”) to enable the Company to verify the Shareholders’ status.
2. Authenticated Shareholders will receive an email confirmation by 27 July 2021 which contains a unique link to access the Live AGM Webcast to view the proceedings of the AGM (via smartphones, tablets or laptop/computers).
3. Shareholders **must not** forward the abovementioned unique link or dial-in number to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast and the Live AGM Audio Feed.
4. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Chapter 50 of Singapore, such as CPF or SRS investors, should approach their respective agents, such as CPF Agent Banks or SRS Operators to participate in the AGM via electronic means.
5. Shareholders who register by the AGM Registration Deadline but do not receive an email response by 10.00 a.m. on 27 July 2021 may contact the Company’s Share Registrar, M & C Services Private Limited at Tel: +65 6228 0530 or email to ir@p5.com.sg for assistance.

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DOCUMENTS FOR THE AGM

1. The following documents in connection with the AGM have been published on the SGXNET:
 - (a) the Company's Annual Report for the financial year ended 31 March 2021 ("**FY2021 AR**");
 - (b) the Appendix dated 13 July 2021 relating to the Proposed Renewal of the Company's share buy-back mandate to be tabled at the AGM (the "**Appendix**");
 - (c) the Notice of AGM; and
 - (d) the AGM Proxy Form (as defined below).

(collectively, the "**AGM Documents**")
2. Printed copies of the AGM Documents will not be mailed to Shareholders. These documents can be assessed and downloaded from the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>

SUBMISSION OF QUESTIONS

1. **Shareholders will not be able to ask questions during the AGM via electronic means, and therefore it is important for Shareholders to submit their questions in advance of the AGM.**
2. Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 10.00 a.m. 24 July 2021 via email to ir@p5.com.sg and provide their particulars as follows:
 - (a) Full name (for individuals) / company name (for corporates) as per CDP/CPF/SRS Account records;
 - (b) NRIC or Passport Number (for individuals) / Company Registration Number (for corporates);
 - (c) Contact Number; and
 - (d) Email Address.
3. The Company will endeavour to address all substantial and relevant questions received from Shareholders and publish its responses prior to the AGM via SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. The Company shall publish the minutes of the AGM, within one (1) month after the conclusion of the AGM.

PROXY VOTING AT THE AGM

1. **Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the Live AGM Webcast or Live AGM Audio Feed and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.**
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy by completing the proxy form for the AGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM.
3. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**AGM Proxy Form**") thereof, must be submitted either:
 - (a) if submitted electronically by email, be submitted to the Company's Share Registrar, M & C Services Private Limited at gpb@mncsingapore.com; or
 - (b) if submitted by post (mail), be lodged at the office of the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902.

in either case, by **10.00 a.m. on Sunday, 25 July 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) and in default the AGM Proxy Form for the AGM shall not be treated as valid.
4. CPF or SRS investors who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes to the Company (a) by email, be submitted to the Company's Share Registrar, M & C Services Private Limited at gpb@mncsingapore.com; or (b) by post (mail), be lodged at the office of the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, at least seven (7) working days before the AGM (i.e. **by 10.00 a.m. on 16 July 2021**).
5. In view of the current COVID-19 situation and the related safe distancing measures, Shareholders are strongly encouraged to submit completed AGM Proxy Form electronically via email.

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IMPORTANT REMINDER: Due to the constantly evolving COVID-19 situation in Singapore, we seek Shareholders' understanding that we may be required to change our arrangements for the AGM at short notice. Shareholders should check for announcements by the Company for updates on the AGM on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

The Company would like to thank Shareholders for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 situation.

Personal Data Privacy:

By (a) submitting a form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via the Live AGM Webcast or the Live AGM Audio Feed, or (c) submitting any question prior to the AGM in accordance with this notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy 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);
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. Accordingly, the Shareholder's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.

This notice 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 notice 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. The contact person for the Sponsor is Mr Shervyn Essex - Registered Professional, 6 Raffles Quay, #24-02, Singapore 048580, sponsor@rhtgoc.com