

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of P5 CAPITAL HOLDINGS LTD. (the “**Company**”) will be convened and held by way of electronic means on Tuesday, 29 September 2020 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions: -

ORDINARY BUSINESS

- 1 To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2020, together with the Independent Auditors’ Report thereon.

[Resolution 1]

- 2(a) To re-elect Mr Lim Shao-Lin who is retiring in accordance with Regulation 107 of the Company’s Constitution, as Director of the Company.

[Resolution 2(a)]

- 2(b) To note the retirement of Mr Tan Mun Choy Kenneth Bertram who is not seeking re-appointment as Director of the Company in accordance with Regulation 107 of the Company’s Constitution.

[See Explanatory Note (i)]

- 2(c) To note the retirement of Ms Tan Siew San who is not seeking re-appointment as Director of the Company in accordance with Regulation 107 of the Company’s Constitution.

[See Explanatory Note (ii)]

- 2(d) To re-elect Mr Lim Kok Chai (Lin Guocai) who is retiring in accordance with Regulation 107 of the Company’s Constitution, as Director of the Company.

[Resolution 2(b)]

[See Explanatory Note (iii)]

- 2(e) To re-elect Mr Roger Daeson Khoo Kim Peng who is retiring in accordance with Regulation 107 of the Company’s Constitution, as Director of the Company.

[Resolution 2(c)]

- 2(f) To re-elect Mr Lau Ping Sum Pearce who is retiring in accordance with Regulation 107 of the Company’s Constitution, as Director of the Company.

[Resolution 2(d)]

[See Explanatory Note (iv)]

- 2(g) 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(e)]

- 3(a) To approve the payment of Directors’ fees of S\$60,260 for the financial year ended 31 March 2020. (2019: S\$76,000)

[Resolution 3(a)]

[See Explanatory Note (v)]

- 3(b) To approve the payment of Directors’ fees of S\$110,000 for the financial year ending 31 March 2021. (2020: S\$60,260)

[Resolution 3(b)]

[See Explanatory Note (v)]

- 4 To re-appoint Messrs KPMG LLP as Auditors of the Company 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:-

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5 Authority to allot and issue shares in the capital of the Company and convertible securities pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act") and Rule 806 of the Listing Manual Section B: Rules of Catalyst ("Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST")

That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalyst Rules of the SGX-ST, the Directors of the Company 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, 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) (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-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 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 Catalyst Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalyst 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.

[Resolution 5]

[See Explanatory Note (vi)]

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6 The Proposed Adoption of the Share Buyback Mandate

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of: -
 - (i) on-market share purchases ("**On-Market Share Purchase**"), transacted on the SGX-ST or as the case may be, other stock exchange ("**Other Exchange**") for the time being on which the Shares may be listed or quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose of the share buy-back; and/or
 - (ii) off-market share purchases ("**Off-Market Share Purchase**") (if effected otherwise than on the SGX-ST and/or the Other Exchange, as the case may be) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalyst Rules;

and otherwise in accordance with all other laws, regulations and rules of the Companies Act and the Catalyst Rules as may for the time being be applicable generally and unconditionally (the "**Share BuyBack Mandate**");
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share BuyBack Mandate shall, at the absolute discretion of the Directors, either be cancelled, transferred for the purposes of or pursuant to any share incentive scheme(s) implemented or to be implemented by the Company, or held in treasury and dealt with in accordance with the Companies Act;
- (c) the authority conferred on the Directors pursuant to the Share BuyBack 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 the expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or is required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share BuyBack Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share BuyBack Mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting;
- (d) for the purposes of this resolution:
 - (i) "**Prescribed Limit**" means ten per cent. (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, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings);

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- (ii) **"Relevant Period"** means the period commencing from the date on this resolution is passed and expiring on the date of the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting;
- (iii) **"Maximum Price"** in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - (a) in the case of an On-Market Share Purchase, 105% of the Average Closing Price;
 - (b) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price (the **"Maximum Price"**) in each case, excluding related expenses of the purchase or acquisition.

For the above purposes:

- (iv) **"Average Closing Price"** means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, before the day on which Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the On-Market Purchase or as the case may be, the date of the making of offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) Market Day Period;
- (v) **"date of making of the offer"** means the date on which the Company makes an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
- (vi) **"Market Day"** means a day on which the SGX-ST is open for trading in securities;
- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution."

[Resolution 6]

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

By Order of the Board

Ong Bee Hoon
Company Secretary

Singapore
14 September 2020

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Explanatory Notes:

- (i) Mr Tan Mun Choy Kenneth Bertram, a non-executive non-independent director and member of the Audit, Nominating and Remuneration Committees of the Company will retire pursuant to Regulation 107 of the Company's Constitution at the AGM. Mr Tan Mun Choy Kenneth Bertram will not be seeking re-election at the AGM and will *ipso facto* cease to be non-executive director and member of the Audit, Nominating and Remuneration Committees of the Company. His retirement from the Board will take effect upon the conclusion of the AGM.
- (ii) Ms Tan Siew San, an independent director, Chairman of the Nominating Committee and member of the Audit and Remuneration Committees of the Company will retire pursuant to Regulation 107 of the Company's Constitution at the AGM. Ms Tan Siew San will not be seeking re-election at the AGM, and will *ipso facto* cease to be independent director, Chairman of the Nominating Committee and member of the Audit and Remuneration Committees of the Company. Her retirement from the Board will take effect upon the conclusion of the AGM.
- (iii) Mr Lim Kok Chai (Lin Guocai), if re-elected, will remain as an independent director of the Company, Chairman of the Remuneration Committee and member of the Nominating and Audit Committees of the Company and will be considered as independent 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.
- (iv) Mr Lau Ping Sum Pearce, if re-elected, will remain as an independent director, the Chairman of the Company, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees of the Company and will be considered as independent 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.
- (v) The Shareholders of the Company had approved the payment of the Directors' fees of S\$76,000 for the financial year ended 31 March 2019. The Resolution 3a and 3b seeks the payment of up to S\$60,260 to Directors for the financial year ended 31 March 2020 ("FY2020") and up to S\$110,000 for the financial year ending 31 March 2021 ("FY2021") respectively. For FY2020, the fees payable were due to the Board changes arising from the completion of the sale and purchase agreement between the former substantial shareholders of the Company and Mr Lim Shao-Lin as explained under Principle 7 of the Corporate Governance Report found on page 33 of the Annual Report. The increase in Directors' fees from FY2020 to FY2021 is attributable to provisions for full year's fees payable to the existing and new independent or non-executive directors to comply with the Code.
- (vi) The Resolution 5, if passed, will authorise and empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earliest, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. 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. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instruments issued under this authority.

Notes:

1. The AGM 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 published on 13 April 2020 ("COVID-19 Order") which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies as well as the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020 (and subsequently updated on 27 April 2020 and 22 June 2020), providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period from 27 March 2020 to 30 September 2020. For full details of the alternative arrangements to be made, Shareholders should also refer to the announcement to be made by the Company on 14 September 2020 together with the Notice of AGM.
2. Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to physically attend the AGM. The Company has made alternative arrangements for (i) a "live" webcast of the AGM, which allows Shareholders to view the proceedings of the AGM contemporaneously ("LIVE WEBCAST"); and (ii) a "live" audio-only means (via telephone), which allows Shareholders to observe the proceedings of the AGM contemporaneously ("LIVE AUDIO STREAM") via mobile phones, tablets or computers. Shareholders who wish to participate will have to commence preregistration from **14 September 2020** onwards and must pre-register by **9.30 a.m. on 26 September 2020**, at the URL <https://rebrand.ly/P5CH> for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the Live Webcast of the proceedings of the AGM by 28 September 2020. Members who do not receive an email by 28 September 2020, but have registered by the 26 September 2020 deadline, may contact the Company through email at the following address: Yifan@easyvideo.sg with the following details (1) the member's full name; and (2) his/her/its identification/registration number.
3. Investors who hold Shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, other than through their Depository Agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the Live Webcast of the AGM must approach their respective Depository Agents to pre-register by **9.30 a.m. on 18 September 2020** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.
4. Shareholders who pre-register to watch the Live Webcast may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by **9.30 a.m. on 25 September 2020**, in advance of the AGM by email to IR@p5.com.sg and provide their particulars as follows for verification purposes:

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- (a) Full name (for individuals)/company name (for corporates) as per CDP/SRS Account records;
 - (b) NRIC or Passport Number (for individuals)/Company Registration Number (for corporates);
 - (c) Number of shares held;
 - (d) Manner in which the individual holds shares in the Company (e.g. via CDP, Scrip or SRS)
 - (e) Contact Number; and
 - (f) Email Address
5. The Company will endeavour to address all substantial and relevant questions received from Shareholders and publish its responses prior to the AGM via SGXNET. The Company will publish the minutes of the AGM within one month after the conclusion of the AGM on SGXNET.
 6. Shareholders will not be able to vote through the Live Webcast or attend the AGM in person. Voting at the AGM is by proxy ONLY. The Proxy Form is made available with the Notice of AGM on SGXNET on 14 September 2020. Shareholders (whether an individual or corporate) who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to vote on his/her/its behalf by submitting the completed Proxy Form for the AGM.
 7. 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 in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
 8. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **9.30 a.m. on 18 September 2020** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by 9.30 a.m. on 27 September 2020.
 9. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner no later than 9.30 a.m. on 27 September 2020:
 - (a) if in hard copy by post, to be lodged at the registered office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or
 - (b) if submitted electronically, to be received by M & C Services Private Limited via email at gpb@mncsingapore.com by attaching a signed PDF copy of the Proxy Form.
 10. A member who wishes to submit an instrument of proxy may also download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.
 11. 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.
 12. The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the 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.
 13. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).
 14. In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

IMPORTANT REMINDERS

Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

Personal Data Privacy:

"Personal data" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name and your proxy's and/or representative's name, address and NRIC/Passport number. By submitting 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 and its proxy(ies)'s or representative'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, 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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your personal data and your proxy 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 Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29 SEPTEMBER 2020

Dear Shareholders,

This letter is circulated together with and forms part of P5 Capital Holdings Ltd. (the “**Company**”)’s Notice of Annual General Meeting (“**AGM**”) dated 14 September 2020 (the “**Notice of AGM**”) in respect of the upcoming AGM scheduled to be held on Tuesday, 29 September 2020 at 9.30 a.m.

The AGM is an important event in the Company’s corporate calendar. Normally, we would arrange our shareholders of the Company (“**Shareholders**”) to attend the AGM physically as it is an opportunity for the board of directors of the Company (the “**Board**”) and management of the Company to meet and engage with Shareholders directly.

This year we are faced with an unprecedented situation due to the COVID-19 outbreak. We wish to highlight the following updates on the COVID-19 outbreak which has affected our AGM preparation:

- 1) the COVID-19 (Temporary Measures) Act 2020 (“**COVID-19 Act**”) which was passed by Parliament on 7 April 2020 which enables the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- 2) the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 (“**COVID-19 Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- 3) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020 (and subsequently updated on 27 April 2020 and 22 June 2020), providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period from 27 March 2020 to 30 September 2020.

In light of the above developments and the evolving COVID-19 situation, the Company wishes to inform Shareholders that the Company will be conducting the AGM by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means. **Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM in person. Any Shareholders seeking to attend the AGM physically in person will be declined.**

The Company will arrange for (i) a “live” webcast of the AGM, which allows Shareholders to view the proceedings of the AGM contemporaneously (“**LIVE WEBCAST**”); and (ii) a “live” audio-only means (via telephone), which allows Shareholders to observe the proceedings of the AGM contemporaneously (“**LIVE AUDIO STREAM**”). Shareholders can **ONLY** participate in the AGM via LIVE WEBCAST or LIVE AUDIO STREAM (collectively, the “**electronic means**”).

PRE-REGISTRATION OF AGM

1. Shareholders who would like to view the proceedings of the AGM via LIVE WEBCAST or listen to the proceedings of the AGM through LIVE AUDIO STREAM, will need to pre-register online at <https://rebrand.ly/P5CH>, from 14 September 2020 onward to no later than 9.30 a.m. on 26 September 2020 (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.

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2. Authenticated Shareholders will receive an email confirmation by 28 September 2020 which contains (a) a unique link to access the LIVE WEBCAST to view the proceedings of the AGM (via smartphones, tablets or laptop/computers); and (b) a dial-in number with a conference code to access the LIVE AUDIO STREAM (via telephone) of the AGM proceedings.
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 WEBCAST and the LIVE AUDIO STREAM.
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 28 September 2020 may contact the Company's Share Registrar, M & C Services Private Limited at Tel 62280530 or email to yifan@easyvideo.sg for assistance.

DATE AND DOCUMENTS FOR THE AGM

1. The Board wishes to inform Shareholders that the AGM will be held by way of electronic means on **29 September 2020 at 9.30 a.m.** The following documents have been issued in connection with the AGM:
 - (i) the Company's Annual Report for the financial year ended 31 March 2020 ("FY2020 AR")
 - (ii) the Appendix dated 14 September 2020 to the Notice of AGM relating to the proposed adoption of the Company's share buy-back mandate to be tabled at the AGM (the "Appendix")
 - (iii) the Notice of AGM; and
 - (iv) the AGM Proxy Form (as defined below)
2. In line with the provisions under the COVID-19 Order, **no printed copies of the FY2020 AR, the Notice of AGM, the Appendix, the AGM Proxy Form ("Documents") will be despatched to Shareholders.** An electronic copy of each of the Documents has been made available on SGXNET.

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 9.30 a.m.** on 25 September 2020 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 provide responses to substantial queries and relevant comments from Shareholders relating to the agenda of the AGM prior to, or at, the AGM via electronic means. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The responses from the Board and management of the Company shall thereafter be published on SGXNET, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.
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 submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.

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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 WEBCAST or LIVE AUDIO STREAM 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:
 - a) if submitted by email, be received by M & C Services Private Limited at gpb@mncsingapore.com; or
 - b) if submitted by post, 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 9.30 a.m. on 27 September 2020** (being not less than forty-eight (48) 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 received by M & C Services Private Limited at gpb@mncsingapore.com; or (b) by post, 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 9.30 a.m. on 18 September 2020**).
5. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed AGM Proxy Form by post, **members are strongly encouraged to submit completed AGM Proxy Form electronically via email as early as possible to enable your votes to be counted, and to follow all government guidance and requirements.**

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.

Yours faithfully
For and on behalf of the Board of Directors of
P5 Capital Holdings Ltd.

ONG BEE HOON
COMPANY SECRETARY
14 September 2020

This letter has been prepared by P5 Capital Holdings Ltd. (the "Company") and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

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

The contact person for the Sponsor is Mr. Shervyn Essex, Registered Professional, RHT Capital Pte. Ltd. at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619, telephone (65) 6381 6966.