



P5 CAPITAL HOLDINGS LTD.
(Company Registration Number 199806046G)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of P5 Capital Holdings Ltd. (the "**Company**") will be held by way of electronic means on Thursday, 28 July 2022 at 10.15 a.m., or immediately after the conclusion of the Company's annual general meeting to be convened on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company's circular to its shareholders dated 6 July 2022 ("**Circular**").*

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "H2G GREEN LIMITED"

THAT:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**"), the name of the Company be changed from "**P5 Capital Holdings Ltd.**" to "**H2G Green Limited**" and that the name "**H2G Green Limited**" be substituted for "**P5 Capital Holdings Ltd.**" wherever the latter name appears in the Constitution of the Company; and
- (b) each of the Directors of the Company be and is hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM MESSRS KPMG LLP TO MESSRS FOO KON TAN LLP

THAT:

- (a) Messrs Foo Kon Tan LLP ("**FKT**"), having consented to act, be appointed as Auditors of the Company in place of the retiring auditors Messrs KPMG LLP ("**KPMG**"), to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with FKT ("**Proposed Change of Auditors**"); and
- (b) the Directors of the Company and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

Notes to the Ordinary Resolution:

In accordance with the requirements of Rule 712(3) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"):

- (a) KPMG has confirmed by way of a letter to FKT dated 22 June 2022 ("**Professional Clearance Letter**") that it is not aware of any professional reasons why FKT should not accept appointment as new auditors of the Company;

- (b) the Company confirms that there were no disagreements with KPMG on accounting treatments within the last 12 months up to the date of the Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 3.1 of the Circular. The Proposed Change of Auditors is neither due to the dismissal of KPMG nor KPMG declining to continue to serve as auditors of the Company; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of FKT as its new Auditors.

By Order of the Board
P5 CAPITAL HOLDINGS LTD.

Lim Shao-Lin
Executive Director and Chief Executive Officer
6 July 2022

Important Information

1. To minimise physical interactions and COVID-19 transmission risks, the EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will not accept any physical attendance by shareholders and any shareholder seeking to attend the EGM physically in person will be turned away.
2. Alternative arrangements relating to:
 - (a) attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via “live” audio-visual webcast or “live” audio-only stream);
 - (b) submission of questions to the Chairman of the EGM in advance of the EGM, and addressing of substantial and relevant questions in advance of the EGM; and
 - (c) voting at EGM by appointing the Chairman of the EGM as proxy to vote on the shareholders' behalf at the EGM,

are set out in the Circular. The Circular may be accessed at the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL www.p5capital.com.sg.

3. Shareholders (whether individuals or corporates) who wish to exercise their voting rights at the EGM must appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

The accompanying proxy form for the EGM may be downloaded from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL www.p5capital.com.sg.

4. The Chairman of the EGM, as proxy, need not be a shareholder of the Company.
5. A proxy form, duly executed (together with the power of attorney or other authority, if any, under which the proxy form is signed or a notarially certified copy of that power of attorney, or any other authority failing previous registration with the Company), must be submitted to the Company in the following manner:
 - (a) by post to the office of the Company's share registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902; or
 - (b) via email to gpb@mncsingapore.com,

in each case, by 10.15 a.m. on 25 July 2022 (not less than 72 hours before the time appointed for holding the EGM).

A shareholder who wishes to submit a proxy form must first download a copy of the proxy form from the SGXNet or the Company's website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. CPFIS Investors and SRS Investors who wish to exercise their votes by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) business days before the EGM (i.e. by 10.15 a.m. on 19 July 2022).
7. This notice, the Circular and the proxy form will be sent to the Shareholders solely by electronic means via publication on the SGXNet and the Company's website. Printed copies of these documents will not be sent to Shareholders. Please refer to the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL www.p5capital.com.sg for this notice, the Circular and the proxy form.

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the EGM arrangements may be made on short notice in the ensuing days, even up to the day of the EGM. Shareholders are advised to closely monitor announcements made on SGXNet and the Company's website for updates on the EGM.

Personal Data Privacy:

By (a) submitting a form appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via the "live" audio-visual webcast or "live" audio-only stream, or (c) submitting any question(s) before the EGM 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 EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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 EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Shareholders received before the EGM 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 EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the EGM. 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**").*

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

The contact person for the Sponsor is Ms Bao Qing - Registered Professional, 6 Raffles Quay, #24-02, Singapore 048580, sponsor@rhtgoc.com.