



**P5 CAPITAL HOLDINGS LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199806046G)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of P5 Capital Holdings Ltd, (the “Company”) will be conducted through electronic means on **29 September 2020 at 9.45 a.m.**, (or soon thereafter following the conclusion of the Annual General Meeting of the Company to be held by way of electronic means at 9.30 a.m., on the same day or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:-

*All capitalised terms used in this Notice which are not defined herein shall bear the same meanings ascribed to them in the circular to shareholders of the Company dated 4 September 2020 (the “Circular”).*

**1. ORDINARY RESOLUTION 1 : THE PROPOSED DIVERSIFICATION OF THE CORE BUSINESS OF THE GROUP TO INCLUDE ENERGY BUSINESS**

That:

- (a) approval be and is hereby given for the Group to diversify its existing business in the sale and distribution of lightings, high-end furniture, kitchen, decorative lighting and wardrobe systems and the supply of mid-range furniture and bespoke carpentry works to include the Energy Business which comprises renewable and sustainable energy and its related business and any other transactions and activities necessary or desirable in connection therewith;
- (b) the Company be and is hereby authorised to invest in, purchase, enter into joint ventures or otherwise, acquire or dispose of, from time to time, any such assets, investments and interest that is in line with the Energy Business, on such terms and conditions as the Directors of the Company deem fit, and such acts or things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors and each of them be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to the Proposed Diversification as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

**2. SPECIAL RESOLUTION 2 : THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY**

That:

- (a) the regulations contained in the New Constitution submitted to this meeting, as set out in the Circular to Shareholders dated 4 September 2020, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and each of them be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to the Proposed Adoption of the New Constitution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

## By Order of the Board

### P5 Capital Holdings Ltd.

Lim Shao-Lin

Executive Director and Chief Executive Officer

4 September 2020

#### Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID19 (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 4 September 2020, together with the Notice of EGM.
2. Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to physically attend the EGM. The Company has made alternative arrangements for (i) a "live" webcast of the EGM, which allows Shareholders to view the proceedings of the EGM contemporaneously ("**LIVE WEBCAST**"); and (ii) a "live" audio-only means (via telephone), which allows Shareholders to observe the proceedings of the EGM contemporaneously ("**LIVE AUDIO STREAM**") via mobile phones, tablets or computers. Shareholders who wish to participate will have to commence pre-registration from **4 September 2020** onwards and must pre-register by **9.45 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 EGM 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](mailto: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 EGM must approach their respective Depository Agents to pre-register by **9.45 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 EGM. To do so, all questions must be submitted by **9.45 a.m. on 25 September 2020**, in advance of the EGM by email to [IR@p5.com.sg](mailto:IR@p5.com.sg) and provide their particulars as follows for verification purposes:
  - (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 EGM via SGXNET. The Company will publish the minutes of the EGM within one month after the conclusion of the EGM on SGXNET.
6. Shareholders will not be able to vote through the Live Webcast or attend the EGM in person. Voting at the EGM is by proxy ONLY. The Proxy Form is made available with the Notice of EGM on SGXNET on 4 September 2020. Shareholders (whether an individual or corporate) who wish to vote on any or all of the resolutions at the EGM 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 EGM.
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 EGM in the proxy form, failing which the appointment of the Chairman of the EGM 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 **9.45 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 9.45 a.m. on 27 September 2020.

9. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner no later than 9.45 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](mailto: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 EGM, 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 EGM arrangements at short notice. Members are advised to regularly check the Company's announcements released on SGXNET for updates on the EGM.

#### **Personal Data Privacy:**

"**Personal data**" in this notice of EGM 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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.