

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

**LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE EXTRAORDINARY
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 Extraordinary General Meeting (“**EGM**”) dated 4 September 2020 (the “**Notice of EGM**”) in respect of the upcoming EGM scheduled to be held on Tuesday, 29 September 2020 at 9.45 a.m. or such later time as soon as practicable following the conclusion of the Annual General Meeting (“**AGM**”) to be held at 9.30 a.m.

The EGM is being convened to seek shareholder approval for (a) the proposed diversification of the core business of the Group to include the Energy Business (“**Proposed Diversification**”), further to the Company’s announcement on 31 October 2019; and (b) the proposed adoption of the new constitution of the Company (the “**Proposed Adoption of the New Constitution**”).

Normally, shareholders of the Company (“**Shareholders**”) would be able to attend the EGM 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 EGM 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 EGM by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the EGM is purely to facilitate the conduct of the EGM by way of electronic means. **Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the EGM in person. Any Shareholder seeking to attend the EGM physically in person will be declined.**

The Company will arrange 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**”). Shareholders can **ONLY** participate in the EGM via LIVE WEBCAST or LIVE AUDIO STREAM (collectively, the “**electronic means**”).

PRE-REGISTRATION OF EGM

1. Shareholders who would like to view the proceedings of the EGM via LIVE WEBCAST or listen to the proceedings of the EGM through LIVE AUDIO STREAM will need to pre-register online at the URL <https://rebrand.ly/P5CH> from 4 September 2020 onwards and **no later than** 9.45 a.m. on 26 September 2020 (being not less than seventy-two (72) hours before the time appointed for holding the EGM) (the “**EGM Registration Deadline**”).
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 EGM (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 EGM 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 EGM. 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 EGM via electronic means.
5. Shareholders who register by the EGM 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 for assistance at Tel 62280530 or email to Yifan@easyvideo.sg.

DATE AND DOCUMENTS FOR THE EGM

1. The Board wishes to inform Shareholders that the EGM will be held by way of electronic means on **29 September 2020 at 9.45. a.m.** (or such later time as soon as practicable following the conclusion of the AGM.) The following documents have been issued in connection with the EGM:-
 - (i) the circular dated 4 September 2020 relating to the Proposed Diversification and the Proposed Adoption of the New Constitution (the “**Circular**”);
 - (ii) the amendments to the existing Constitution of the Company, with all additions underlined and all deletions reflected in strikethrough, appended to the Circular as Appendix A;
 - (iii) the new Constitution of the Company, appended to the Circular as Appendix B
 - (iv) the Notice of EGM, appended to the Circular as Appendix C; and
 - (v) the EGM Proxy Form (as defined below), appended to the Circular as Appendix D.
2. In line with the provisions under the COVID-19 Order, **no printed copies of the Notice of EGM, the Circular and the EGM 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 EGM via electronic means. Therefore, it is important for Shareholders to submit their questions in advance of the EGM.**
2. Shareholders may submit any questions they may have in advance in relation to any resolution set out in the **Notice of EGM by 9.45 am 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 EGM prior to, or at, the EGM via electronic means. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM 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 EGM, within one (1) month after the conclusion of the EGM.
 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 EGM prior to the EGM and have their substantial queries and relevant comments answered.

PROXY VOTING at the EGM

1. **Voting at the EGM 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 EGM must appoint the Chairman of the EGM as their proxy by completing the Proxy Form for the EGM. 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.
3. The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**EGM 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 9.45 a.m. on 27 September 2020** (being not less than forty-eight (48) hours before the time appointed for holding the EGM) and in default the EGM Proxy Form for the EGM shall not be treated as valid.

4. CPF or SRS investors who wish to appoint the Chairman of the EGM 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 EGM (i.e. **by 9.45 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 EGM Proxy Forms by post, **members are strongly encouraged to submit completed EGM Proxy Forms 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 Shareholder's understanding that we may be required to change our arrangements for the EGM at short notice. Shareholders should check for announcements by the Company for updates on the EGM 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 EGM 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
4 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 Catalist.*

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.