

## 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 Monday, 30 May 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary 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 13 May 2022 ("**Circular**").*

### ORDINARY RESOLUTIONS

#### **RESOLUTION 1: PROPOSED ACQUISITION OF SHARES IN THE CAPITAL OF GASHUBUNITED UTILITY PRIVATE LIMITED (THE "PROPOSED ACQUISITION") AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES**

THAT, contingent upon the passing of Ordinary Resolutions 2 and 3:

- (a) pursuant to Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), approval be and is hereby given for the Proposed Acquisition on the terms and subject to the conditions set out in the sale and purchase agreement dated 31 December 2021 entered into between the Company and Gashubunited Holding Private Limited (the "**Vendor**") in relation to the Proposed Acquisition ("**SPA**"), particulars of which are set out in the Circular;
- (b) the directors of the Company ("**Directors**") and each of them be and are hereby authorised to take such steps, make such amendments to the terms and conditions of the SPA (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (c) the Directors or any of them be 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 or in the interests of the Company to give effect to the Proposed Acquisition and matters contemplated by this Ordinary Resolution 1.

#### **RESOLUTION 2: PROPOSED ACQUISITION (INCLUDING THE SHAREHOLDERS' AGREEMENT) AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES**

THAT, contingent upon the passing of Ordinary Resolutions 1 and 3:

- (a) pursuant to Chapter 9 of the Catalist Rules, approval be and is hereby given for the Proposed Acquisition (including the SHA), being deemed as an interested person transaction under Chapter 9 of the Catalist Rules, on the terms and subject to the conditions set out in the SPA, particulars of which are set out in the Circular;
- (b) the Directors and each of them be and are hereby authorised to take such steps, make such amendments to the terms and conditions of the SPA (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (c) the Directors or any of them be 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 or in the interests of the Company to give effect to the Proposed Acquisition and matters contemplated by this Ordinary Resolution 2.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

### **RESOLUTION 3: PROPOSED ALLOTMENT AND ISSUE OF 409,672,131 CONSIDERATION SHARES AT THE ISSUE PRICE OF S\$0.0305 PER CONSIDERATION SHARE TO THE VENDOR, IN SATISFACTION OF THE PURCHASE CONSIDERATION FOR THE PROPOSED ACQUISITION**

THAT, contingent upon the passing of Ordinary Resolutions 1 and 2:

- (a) approval be given to the Directors for the purposes of Rules 804, 805 and 812 of the Catalyst Rules and Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) to allot and issue 409,672,131 new ordinary shares in the capital of the Company (“**Shares**”) (“**Consideration Shares**”) to the Vendor at the issue price of S\$0.0305 per Consideration Share in satisfaction of the Purchase Consideration for the Proposed Acquisition; and
- (b) the Directors or any of them be 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 or in the interests of the Company to give effect to the Proposed Issue of Consideration Shares and matters contemplated by this Ordinary Resolution 3.

### **RESOLUTION 4: PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER OF THE RIGHTS OF THE INDEPENDENT SHAREHOLDERS OF THE COMPANY TO RECEIVE A MANDATORY GENERAL OFFER FROM THE VENDOR AND ITS CONCERT PARTIES (INCLUDING MR LIM SHAO-LIN) FOR THE REMAINING ISSUED AND PAID-UP SHARES OF THE COMPANY NOT ALREADY OWNED, ACQUIRED OR AGREED TO BE ACQUIRED BY THE VENDOR AND ITS CONCERT PARTIES (INCLUDING MR LIM SHAO-LIN), AS A RESULT OF THE ISSUE OF CONSIDERATION SHARES PURSUANT TO THE PROPOSED ACQUISITION**

THAT, contingent upon the passing of Ordinary Resolutions 1, 2 and 3, the Shareholders hereby (on a poll taken) unconditionally and irrevocably waive their rights to receive a mandatory general offer under Rule 14 of the Takeover Code from the Vendor and its concert parties (including Mr Lim Shao-Lin), in respect of the remaining issued and paid-up Shares not already owned, acquired or agreed to be acquired by the Vendor and its concert parties (including Mr Lim Shao-Lin), if the Vendor's, taken together with its concert parties' (including Mr Lim Shao-Lin), voting rights in the Company will increase to 30% or more based on the total enlarged number of Shares as a result of the allotment and issue of Consideration Shares pursuant to the Proposed Acquisition.

By Order of the Board  
**P5 CAPITAL HOLDINGS LTD.**

Koh Beng Leong  
Executive Director – Finance

13 May 2022

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### 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, or “live” at, the EGM, and addressing of substantial and relevant questions in advance of, or “live” at, the EGM; and
  - (c) voting at EGM (i) “live” by the shareholders or their duly appointed proxies (other than the Chairman of the EGM) via electronic means; or (ii) 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 [www.p5capital.com.sg](http://www.p5capital.com.sg).

3. Shareholders who wish to exercise their voting rights at the EGM may:
  - (a) (where such shareholders are individuals) vote “live” via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on their behalf; or
  - (b) (where such shareholders are individuals or corporates) 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 [www.p5capital.com.sg](http://www.p5capital.com.sg).

4. (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such shareholder’s proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form; and (b) A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder’s proxy form appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant intermediary” shall have the meaning ascribed to it in Section 181 of the Companies Act.

5. A proxy need not be a shareholder of the Company. The Chairman of the EGM, as proxy, need not be a shareholder of the Company.
6. A proxy form 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](mailto:gpb@mncsingapore.com),

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

in each case, by 10.00 a.m. on 27 May 2022 (not less than 72 hours before the time appointed for holding the EGM).

A shareholder who wishes to submit a proxy form appointing a proxy(ies) by post or via email can 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.

7. CPFIS Investors and SRS Investors:

- (a) may vote "live" via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should contact their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they 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 10.00 a.m. on 19 May 2022).

8. 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 [www.p5capital.com.sg](http://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 a proxy(ies) (including the Chairman of the EGM) 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 or during 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.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

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](mailto:sponsor@rhtgoc.com).*