



P5 CAPITAL HOLDINGS LTD.
(Company Registration No. 199806046G)
(Incorporated in the Republic of Singapore)

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

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

PROPOSED ACQUISITION OF SHARES IN THE CAPITAL OF GASHUBUNITED UTILITY PRIVATE LIMITED ("PROPOSED ACQUISITION")

- RECEIPT OF LISTING AND QUOTATION NOTICE

The Board of Directors (the "**Board**") of P5 Capital Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 10 November 2021, 2 December 2021, 16 December 2021 and 31 December 2021 (collectively, the "**Announcements**"), in relation to the Company's entry into a sale and purchase agreement (the "**SPA**") dated 31 December 2021 with Gashubunited Holding Private Limited ("**GHPL**") relating to the proposed acquisition by the Company of such number of Shares held by GHPL in Gashubunited Utility Private Limited ("**GUPL**"), representing approximately (but not less than) 51% of the total enlarged number of Shares at Completion, rounded up to the nearest whole Share (assuming Conversion prior to Completion) ("**Proposed Acquisition**").

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Announcements.

The Board wishes to announce that the Company has, through the Sponsor, made an application to the SGX-ST for the listing of and quotation for the 409,672,131 new ordinary shares in the capital of the Company to be allotted and issued to GHPL at the Issue Price ("**Consideration Shares**") in satisfaction of the Purchase Consideration, on the Catalist board of the SGX-ST. The SGX-ST has on 12 April 2022 issued a listing and quotation notice (the "**LQN**") in respect of the listing of and quotation for the Consideration Shares.

The LQN is subject to:

- (i) Compliance with the SGX-ST's listing requirements; and
- (ii) Shareholders' approval to be obtained at a general meeting to be convened in relation to the Proposed Acquisition.

The LQN from the SGX-ST is not an indication of the merits of the Consideration Shares, the Proposed Acquisition, the Company, its subsidiaries and their securities.

The SGX-ST has also highlighted, in the LQN, that in the event that the Company acquires any asset and/or business from GHPL and/or its related parties or associates, the SGX-ST reserves the right to aggregate the acquisitions and deem the subsequent asset injections as a very substantial acquisition or reverse takeover under Rule 1015 of the Listing Manual Section B: Rules of Catalist of the SGX-ST.

The Company will make further announcement(s) in relation to the Proposed Acquisition, as and when appropriate.

By Order of the Board

Koh Beng Leong
Executive Director – Finance

12 April 2022