



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**"). The Sponsor has not independently verified the contents of this announcement.

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 details of the contact person for the Sponsor are:

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PROPOSED SALE OF SHARES BY SUBSTANTIAL SHAREHOLDERS

Unless otherwise defined or the context otherwise requires, all capitalised terms used herein bear the same meanings as in the Announcement (as defined below).

The Board of Directors (the "**Board**") of P5 Capital Holdings Ltd. (the "**Company**") refers to the Company's announcement dated 23 July 2019 (the "**Announcement**") relating to the Proposed Sale. The Board wishes to update that the Company has been notified that the Purchaser and the Vendors (the "**Parties**") have on 27 November 2019 entered into an agreement ("**Variation Agreement**") to replace the terms and conditions of the SPA in relation to the Proposed Sale.

Under the Variation Agreement, the Parties have agreed on the following terms in the manner as follows:

- (a) The definition of 2nd Tranche Completion Date to be replaced as:
 - (i) 28 November 2019 being the completion of the second tranche of Sale Shares owned by LKJ and RL; and
 - (ii) 22 January 2020 being the completion of the second tranche of Sale Shares owned by SPH (or such other date as may be mutually agreed between the Purchaser and SPH).
- (b) The definition of 2nd Tranche Purchase Consideration to be replaced and defined as "the purchase consideration to be provided by the Purchaser for the 2nd Tranche Sale Shares, being the aggregate sum of S\$3,196,750.14 in respect of LKJ and RL, and the sum of S\$2,841,375.90 in respect of SPH to be satisfied in cash;"
- (c) The definition of 2nd Tranche Sale Shares to be replaced and defined as "an aggregate of 50,833,333 Sale Shares to be sold by LKJ and RL to the Purchaser, and 45,182,326 Sale Shares to be sold by SPH to the Purchaser", according to the proportions set out in the SPA.

The Company will, in compliance with its obligations under Catalist Rules, make the relevant announcements on SGXNET in due course if and when required.

By Order of the Board

Ong Bee Hoon
Company Secretary

27 November 2019