

**RE&S HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.:201714588N)

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**PROPOSED ACQUISITION BY RELISH INVESTMENTS OF ALL THE ISSUED ORDINARY  
SHARES IN THE CAPITAL OF RE&S HOLDINGS LIMITED BY WAY OF A SCHEME OF  
ARRANGEMENT**

**APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

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**1. INTRODUCTION**

The board of directors (the "**Board**") of RE&S Holdings Limited (the "**Company**") refers to the joint announcement dated 19 May 2024 (the "**Joint Announcement**") made by the Company and Relish Investments (the "**Offeror**") in relation to the proposed acquisition (the "**Acquisition**") of all the issued and fully paid-up ordinary shares in the capital of the Company (the "**Shares**") by the Offeror, which will be effected by the Company by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**").

*Unless otherwise defined, capitalised terms used in this announcement (the "**Announcement**") shall bear the same meanings as set out in the Joint Announcement.*

**2. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

As stated in the Joint Announcement, an independent financial adviser (the "**IFA**") will be appointed by the Company to advise the directors of the Company who are considered independent for the purposes of the Scheme (collectively, the "**Non-Conflicted Directors**") as to whether (a) the terms of the Scheme are fair and reasonable, and (b) the FKL and LSZ Arrangements are fair and reasonable so far as Shareholders are concerned in the context of Rule 10 of the Code, for the purposes of making a recommendation to the Shareholders in connection with the Scheme.

The Board wishes to announce that it has appointed SAC Capital Private Limited ("**SAC Capital**") as the IFA to advise the Non-Conflicted Directors. SAC Capital was selected as the IFA by the Non-Conflicted Directors following a review of its independence.

The Scheme Document containing full details of the Scheme, including the recommendation of the Non-Conflicted Directors along with the advice of the IFA, will be despatched to Shareholders in due course.

**Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Non-Conflicted Directors on the Scheme as well as the advice of the IFA set out in the Scheme Document.**

**Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

### **3. DIRECTORS' RESPONSIBILITY STATEMENT**

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Company (excluding information relating to the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this Announcement, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information in this Announcement (including information which relates to the Company) has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement in its proper form and context. The directors of the Company do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

By Order of the Board

Foo Kah Lee  
Executive Director and CEO  
30 May 2024

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*This Announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange 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. Lim Hui Ling, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).*