
NOTICE OF EXTRAORDINARY GENERAL MEETING

RE&S HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201714588N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of RE&S Holdings Limited (the “**Company**”) will be held on Wednesday, 27 October 2021 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company (“**AGM**”) to be held at 10.00 a.m. on the same day by way of electronic means in the event that the AGM concludes before/after 10.30 a.m.), by way of electronic means, for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:-

*Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined herein shall bear the same meanings as ascribed to them in the circular dated 11 October 2021 (the “**Circular**”) issued by the Company to its shareholders.*

ORDINARY RESOLUTION: PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

THAT:

- (a) for the purposes of the Companies Act (Chapter 50) of Singapore (the “**Companies Act**”), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the directors of the Company (“**Directors**”) of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s), transacted through the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (“**Market Purchase**”); and/or
 - (ii) off-market purchase(s) (if effected otherwise than on an approved exchange in Singapore or any securities exchange outside Singapore) in accordance with an equal access scheme as defined in Section 76C of the Companies Act as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual Section B: Rules of Catalist of the SGX-ST (“**Catalist Rules**”) (“**Off-Market Purchase**”),

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

- (b) unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of passing of this resolution and expiring on the earlier of:

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- (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by resolution of shareholders of the Company in a general meeting;
- (c) in this resolution:

“Market Day” means a day on which the SGX-ST is open for trading in securities;

“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, the price per Share which is not more than 5% above the average of the closing market prices of the Shares over the last five (5) Market Days on the Catalist, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company, and which is deemed to be adjusted in accordance with the Catalist Rules for any corporate action occurring during the relevant five (5) Market Days period and the day of the Market Purchase; and
- (ii) in the case of an Off -Market Purchase, the price per Share based on not more than 20% above the average of the closing market prices of the Shares over the last five (5) Market Days on the Catalist, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an Off -Market Purchase scheme, and which is deemed to be adjusted in accordance with the Catalist Rules for any corporate action occurring during the relevant five (5) Market Days period and the day of the Off-Market Purchase;

“Prescribed Limit” means 10% of the total number of issued ordinary shares of the Company (excluding treasury share and subsidiary holdings, if any) as at the date of passing of this resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued ordinary shares of the Company shall be taken to be the total number of issued ordinary shares of the Company as altered (excluding treasury share and subsidiary holdings, if any, from time to time). Shares which are held by the Company as treasury shares and subsidiary holdings will be disregarded for the purposes of calculating this 10% limit;

“Relevant Period” means the period commencing from the date on which this resolution in relation to the adoption of the Share Buy-Back Mandate is passed and expiring on the earliest of (i) the date on which the next annual general meeting is held or is required by law to be held; (ii) the date on which the Share Buy-Back Mandate have been carried out to the full extent mandated; or (iii) the date which the authority conferred by the Share Buy-Back Mandate is revoked or varied by resolution of the shareholders of the Company in a general meeting, after this resolution is passed; and

“subsidiary holdings” has the meaning given to it in the Catalist Rules; and

- (d) the Directors and each of them be and are hereby authorised and empowered to complete

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and do all such acts and things (including, without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary in the interest of the Company in connection with or for the purposes of giving full effect to the Share Buy-Back Mandate.

[See Explanatory Note]

FOR AND ON BEHALF OF THE BOARD

Foo Kah Lee
Executive Director and CEO

11 October 2021
Singapore

Explanatory Note:

The ordinary resolution proposed above if passed, will empower the Directors of the Company, from the date of the EGM until the date of the next annual general meeting of the Company to be held or is required by law to be held, the date on which the Share Buy-Back Mandate have been carried out to the full extent mandated or when such authority conferred by the Share Buy-Back Mandate is varied or revoked by resolution of the shareholders of the Company in a general meeting, whichever is the earlier, to make purchases (whether by way of Market Purchase or Off-Market Purchase on an equal access scheme) from time to time of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at prices up to but not exceeding the Maximum Price. The rationale for the Share Buy-Back Mandate, the authority and limitation on the purchase or acquisition of Shares under the Share Buy-Back Mandate, the source of funds to be used for the purchase or acquisition including the amount of financing, and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate are set out in greater detail in the Circular.

IMPORTANT NOTICE:

1. 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. A member of the Company ("**Member**") will not be able to attend the EGM in person. A Member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Member wishes to exercise his/her/its voting rights at the EGM.
2. A Member who is a relevant intermediary entitled to vote at the EGM must appoint the Chairman of the EGM to attend and vote instead of the Member.

"**Relevant intermediary**" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or

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- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Central Provident Fund Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. The Chairman of the EGM, as proxy, need not be a Member.
4. The instrument appointing the Chairman of the EGM as proxy (the “**Proxy Form**”) must be deposited with the Company’s Share Registrar’s Office at Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or sent by email to srs.teamc@boardroomlimited.com, not less than seventy-two (72) hours before the time appointed for the EGM.

PARTICIPATION IN THE EGM OF THE COMPANY VIA “LIVE” WEBCAST OR “LIVE” AUDIO FEED

1. As the EGM will be held by way of electronic means, Member will NOT be able to attend the EGM in person. All Members or their corporate representatives (in the case of Members which are legal entities) will be able to participate in the EGM proceedings by accessing a “live” webcast or listening to a “live” audio feed. To do so, Members are required to pre-register their participation in the EGM (“**Pre-registration**”) at this link: <https://septusasia.com/res-agm2021-registration> (“**EGM Registration and Q&A Link**”) by **10.30 a.m. on 24 October 2021** (“**Registration Deadline**”) for verification of their status as Members (or the corporate representatives of such Members).
2. Upon successful verification, each such Member or its corporate representative will receive an email by **5.00 p.m. on 25 October 2021**. The email will contain instructions to access the “live” webcast or “live” audio feed of the EGM proceedings. Members or their corporate representatives must not forward the email to other persons who are not Members and who are not entitled to participate in the EGM proceedings. Members or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by **5.00 p.m. on 25 October 2021** should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, via email at srs.teamc@boardroomlimited.com.
3. Members holding shares through relevant intermediaries (other than CPF or SRS investors) will not be able to pre-register for the “live” webcast or “live” audio feed of the EGM. Such Members who wish to participate in the “live” webcast or “live” audio feed of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

VOTING BY PROXY

4. Members may only exercise their voting rights at the EGM via proxy voting (see paragraphs 5 to 8 below).
5. Members who wish to vote on the resolution at the EGM must appoint the Chairman of the EGM as their proxy to do so on their behalf, indicating how the Member wished to vote for or vote against or abstain from voting on the resolution.
6. The duly executed proxy form must be deposited with the Company’s Share Registrar’s Office at **Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-**

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01 Singapore Land Tower, Singapore 048623 or sent by email to srs.teamc@boardroomlimited.com not less than seventy-two (72) hours before the time appointed for the holding of the EGM.

7. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e.: by **18 October 2021**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.
8. Please note that Members will not be able to vote through the “live” webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

SUBMISSION OF QUESTIONS PRIOR TO THE EGM

9. Members may submit questions related to the resolution to be tabled at the EGM during Pre-registration via the EGM Registration and Q&A Link so that they may be addressed before or during the EGM proceedings. All questions must be submitted by **10.00 a.m. on 20 October 2021**.
10. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received in advance of the EGM either before or during the EGM. The Company will publish the minutes of the EGM on SGXNET and the Company’s website within one (1) month after the date of EGM.
11. Please note that Members will not be able to ask questions at the EGM “live” during the webcast and the audio feed, and therefore it is important for Members to pre-register their participation in order to be able to submit their questions in advance of the EGM.

IMPORTANT REMINDER

12. Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company’ website or announcements released on SGXNET for updates on the EGM. Further, in light of the current COVID-19 measures, which may make it difficult for Members to submit completed proxy forms by post, Members are strongly encouraged to submit completed proxy forms electronically via email.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a Member consents to the collection, use and disclosure of the Member’s personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to Members (or their corporate representatives in the case of Members which are legal entities) to observe the EGM proceedings and providing them with any technical assistance where necessary;

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- (iii) addressing relevant and substantial questions from Members received before the EGM and if necessary, following up with the relevant Members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.