RE&S HOLDINGS LIMITED
(Company Registration Number: 201714588N)
(Incorporated in Singapore)
(the "Company")

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	By way of electronic means
DATE	:	26 October 2022
TIME	:	10.00 a.m.
PRESENT	:	**Board of Directors** - Mr. Ben Yeo Chee Seong, Non-Executive Chairman and Independent Director; - Mr. Hiroshi Tatara, Executive Director and President; - Mr. Foo Kah Lee ("**Mr. Foo**"), Executive Director and Chief Executive Officer ("**CEO**"); - Mr. Lim Shyang Zheng ("**Mr. Lim**"), Executive Director and Chief Operating Officer ("**COO**"); - Mr. Yek Hong Liat John, Non-Executive and Non-Independent Director; - Mr. Lee Lap Wah, George, Independent Director; and - Mr. Guok Chin Huat Samuel, Independent Director
IN ATTENDANCE / BY INVITATION	:	**Shareholders, Management and other external professionals who attended via "live" webcast and/or audio feed** As set out in the attendance records maintained by the Company.
CHAIRMAN	:	Mr. Ben Yeo Chee Seong

QUORUM

Mr. Ben Yeo Chee Seong, Chairman of the Board of RE&S Holdings Limited (the "**Company**") welcomed the shareholders to the Annual General Meeting of the Company (the "**Meeting**" or "**AGM**") for the financial year ended 30 June 2022 ("**FY2022**").

As a quorum was present, the Chairman of the Meeting (the "**Chairman**") declared the AGM open at 10.00 a.m.

INTRODUCTION

The Chairman introduced the Board of Directors of the Company and the following:

Ms. Yap Fang Ling ("**Ms. Yap**"), Chief Financial Officer ("**CFO**") of the Company; and
Ms. Uthaya C Ponnusamy, Audit Partner of RSM Chio Lim LLP

NOTICE

With the consent of the Meeting, the Notice convening the Meeting ("**Notice**") was taken as read.

SUBMISSION OF QUESTIONS

As set out in the Notice, shareholders were allowed to submit questions in relation to the agenda of this Meeting via the pre-registration website or during the AGM via an online chat box.

VOTING BY WAY OF A POLL

The Company had in its Notice of AGM dated 10 October 2022 informed that shareholders may appoint proxy(ies) or the Chairman of the Meeting to cast votes on their behalf.

The Meeting was informed that the Chairman had been appointed as proxy by a number of shareholders and he would be voting in accordance with their instructions.

The Chairman exercised his right under Regulation 64 of the Company's Constitution to demand a poll in respect of each of the resolutions to be put to vote by shareholders at the Meeting.

Shareholders were further informed that Reliance 3P Advisory Pte Ltd and Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as Scrutineer and Polling Agent respectively for the conduct of the poll. The validity of the proxy forms submitted by shareholders had been reviewed and the votes of all such valid proxies had been counted and verified.

The procedure on the conduct of electronic poll voting were presented to the shareholders. The Meeting was informed that the "live" voting will remain open until all the proposed resolutions tabled for approval at the Meeting were properly moved. Shareholders may cast votes by pressing "FOR" or "AGAINST" under the relevant resolutions anytime during the course of the AGM.

PRESENTATION

The presentation on the below was noted:

- Impact of Safe Management Measures on Business and Financials for FY2022 achieved by the Group – presented by Ms Yap, the CFO
- Overview of RE&S's business outlook – presented by Mr Foo, the Executive Director and CEO
- The Company's responses to substantial and relevant questions received before the AGM – presented by Mr Lim, the Executive Director and COO

There was no question received from the online chat box during the Meeting.

The presentation slides had been released to Singapore Exchange Securities Trading Limited ("**SGX-ST**") prior to the Meeting on 26 October 2022 and published on the Company's website.

After the presentation, Mr. Foo proceeded with the business of the Meeting on behalf of the Chairman at his request.

PROPOSAL OF THE MOTIONS

The meeting was informed that all motions on the agenda of the Meeting would be proposed by the Chairman.

ORDINARY BUSINESS:

1. ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 – RESOLUTION 1

1.1 It was proposed that the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditors' report thereon be received and adopted.

1.2 Shareholders were invited to cast their votes.

2. DECLARATION OF FINAL DIVIDEND – RESOLUTION 2

2.1 The Board had recommended the declaration of a final dividend (tax exempt one-tier) of 0.85 Singapore cent per share for the financial year ended 30 June 2022.

2.2 It was proposed that the declaration of a final dividend (tax exempt one-tier) of 0.85 Singapore cent per share for the financial year ended 30 June 2022 be approved.

2.3 Shareholders were invited to cast their votes.

3. RE-ELECTION OF MR. HIROSHI TATARA AS A DIRECTOR – RESOLUTION 3

3.1 Mr. Hiroshi Tatara who was retiring under Regulation 97 of the Company's Constitution, had consented to continue in office.

3.2 It was proposed that Mr. Hiroshi Tatara be re-elected as a Director of the Company.

3.3 Shareholders invited to cast their votes.

4. RE-ELECTION OF MR. YEK HONG LIAT JOHN AS A DIRECTOR – RESOLUTION 4

4.1 Mr. Yek Hong Liat John who was retiring under Regulation 97 of the Company's Constitution, had consented to continue in office.

4.2 It was proposed that Mr. Yek Hong Liat John be re-elected as a Director of the Company.

4.3 Shareholders invited to cast their votes.

5. RE-ELECTION OF MR. LEE LAP WAH AS A DIRECTOR – RESOLUTION 5

5.1 Mr. Lee Lap Wah, George who was retiring under Regulation 97 of the Company's Constitution, had consented to continue in office.

5.2 It was proposed that Mr. Lee Lap Wah, George be re-elected as a Director of the Company.

Mr. Lee will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee, Remuneration Committee and Administration Committee.

Mr. Lee will be considered independent for the purpose of Rule 704(7) of the Listing Manual – Section B: Rules of Catalist of the SGX-ST.

5.3 Shareholders invited to cast their votes.

6. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023 – RESOLUTION 6

6.1 The Meeting was informed that Resolution 6 was to approve the payment of Directors' fees for the financial year ending 30 June 2023, to be paid quarterly in arrears.

6.2 It was proposed that the Directors' fees of S$210,000 for the financial year ending 30 June 2023 be approved and that the fees be paid quarterly in arrears.

6.3 Shareholders invited to cast their votes.

7. RE-APPOINTMENT OF AUDITORS – RESOLUTION 7

7.1 The retiring auditors, RSM Chio Lim LLP, had expressed their willingness to continue in office.

7.2 It was proposed that RSM Chio Lim LLP, Public Accountants and Chartered Accountants, be re-appointed as the Company's Auditors until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

7.3 Shareholders invited to cast their votes.

ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business was received by the Secretaries, the Meeting proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:

8. AUTHORITY TO ISSUE NEW SHARES – RESOLUTION 8

8.1 Resolution 8 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules of the SGX-ST.

8.2 The text of the resolution had been set out under item 7 in the Notice on pages 140 and 141 of the Annual Report.

8.3 The Chairman proposed that motion for Resolution 8 as set out under item 7 of the Notice.

8.4 Shareholders were invited to cast their votes.

9. AUTHORITY TO ISSUE SHARES UNDER THE RE&S EMPLOYEE SHARE OPTION SCHEME – RESOLUTION 9

9.1 Resolution 9 was to authorise the Directors to issue shares under the RE&S Employee Share Option Scheme.

9.2 The text of the resolution had been set out under item 8 in the Notice on page 141 of the Annual Report.

9.3 The Chairman proposed that motion for Resolution 9 as set out under item 8 of the Notice.

9.4 Shareholders were invited to cast their votes.

10. RENEWAL OF SHARE BUY BACK MANDATE – RESOLUTION 10

10.1 Resolution 10 was to sought shareholders' approval on the renewal of Share Buy-Back Mandate.

10.2 The text of the resolution had been set out under item 9 in the Notice on pages 141 to 143 of the Annual Report.

10.3 The Chairman proposed that motion for Resolution 10 as set out under item 9 of the Notice.

10.4 Shareholders were invited to cast their votes.

Mr. Foo returned the proceedings of the Meeting to the Chairman.

POLL RESULTS

The Chairman informed the Meeting that all the motions have been duly moved and the results of the poll were as follows:

	VOTES FOR	%	VOTES AGAINST	%	TOTAL VOTES CAST
Ordinary Resolution 1	321,018,315	100	0	0	321,018,315
Ordinary Resolution 2	321,018,315	100	0	0	321,018,315
Ordinary Resolution 3	321,018,315	100	0	0	321,018,315
Ordinary Resolution 4	261,018,315	100	0	0	261,018,315
Ordinary Resolution 5	321,018,315	100	0	0	321,018,315
Ordinary Resolution 6	321,018,315	100	0	0	321,018,315
Ordinary Resolution 7	321,018,315	100	0	0	321,018,315
Ordinary Resolution 8	321,018,315	100	0	0	321,018,315
Ordinary Resolution 9	321,018,315	100	0	0	321,018,315
Ordinary Resolution 10	321,018,315	100	0	0	321,018,315

Based on the results of the poll, the Chairman declared that Ordinary Resolutions 1 to 10 were carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting of the Company closed at 10.55 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

BEN YEO CHEE SEONG
CHAIRMAN