
PROXY FORM FOR SCHEME MEETING

**IN THE GENERAL DIVISION OF THE HIGH COURT
OF THE REPUBLIC OF SINGAPORE**

HC/OA 680/2024

In the matter of Section 210 of the
Companies Act 1967

And

In the Matter of
RE&S Holdings Limited
(Company Registration No.: 201714588N)

... Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act 1967

Among

RE&S Holdings Limited

And

The Shareholders (as defined herein)

And

Relish Investments

PROXY FORM FOR SCHEME MEETING

RE&S HOLDINGS LIMITED

(Company Registration No. 201714588N)
(Incorporated in Singapore)

PROXY FORM SCHEME MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
2. A Shareholder who is not a relevant intermediary and is entitled to attend and vote at the Scheme Meeting may appoint one (1) proxy to attend and vote in his/her/its stead. Where a Shareholder who is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
3. For SRS Investors who have used their SRS monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them. SRS Investors should contact their SRS operators to submit their votes by 10.00 a.m. on 5 August 2024, being at least seven (7) working days before the date of the Scheme Meeting.
4. All capitalised terms used in this Proxy Form but not otherwise defined herein shall have the same meanings given to them in the Company's Scheme Document to Shareholders dated 31 July 2024.
5. **Please read the notes overleaf which contains instructions on, *inter alia*, the appointment of a Shareholder's proxy to attend, speak and vote on his/her/its behalf, at the Scheme Meeting.**

Personal Data Privacy

By submitting an instrument appointing a proxy, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 31 July 2024.

I/We* _____ (Name) _____ (NRIC/Passport No./UEN No.*)
of _____ (Address)
being a member/members* of **RE&S HOLDINGS LIMITED** (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.

or failing him/her*, the Chairman of the Scheme Meeting of the Company, as my/our* proxy to attend and to vote for me/us* on my/our* behalf at the Scheme Meeting to be held at 32 Tai Seng Street, #07-01 RE&S Building, Singapore 533972 on 15 August 2024 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the Scheme of Arrangement referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for me/us* and in my/our* name(s) for the said Scheme or against the said Scheme as hereunder indicated.

I/We* direct my/our* proxy to vote for or against, or abstain from voting on, the Scheme of Arrangement as indicated hereunder. If no specific direction as to voting is given, my/our* proxy may vote or abstain from voting at his/her* discretion. If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be my/our* proxy to vote, for or against the Scheme of Arrangement to be proposed at the Scheme Meeting, for me/us* and on my/our* behalf at the Scheme Meeting and at any adjournment thereof. In appointing the Chairman of the Scheme Meeting as proxy, Shareholders must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

Voting will be conducted by poll.

THE SCHEME RESOLUTION	For	Against	Abstain
To approve the Scheme of Arrangement			

Notes:

If you are a Shareholder who is not a relevant intermediary:

You may only cast all the votes you use in the Scheme Meeting **IN ONE WAY**. If you wish to vote "**FOR**" the resolution, please indicate with a tick (✓) in the box marked "**FOR**" as set out above. If you wish to vote "**AGAINST**" the resolution, please indicate with a tick (✓) in box marked "**AGAINST**" as set out above. If you wish to abstain from voting on the resolution, please indicate with a tick (✓) in the box marked "**ABSTAIN**" as set out above. **DO NOT TICK MORE THAN ONE BOX.**

If you are a Shareholder who is a relevant intermediary:

Please indicate (i) the number of votes "**FOR**" or "**AGAINST**" in the "**FOR**" or "**AGAINST**" boxes as set out above in respect of the resolution; and (ii) the number of Shares your proxy is directed to abstain from voting in the "**ABSTAIN**" box provided in respect of the resolution.

Dated this _____ day of _____ 2024

Total number of Shares In:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) and/or Common Seal

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF



PROXY FORM FOR SCHEME MEETING

Notes:

1. The Scheme Meeting will be convened and held in a wholly physical format. There will be no option for Shareholders to participate virtually. This Proxy Form (along with the Scheme Document, the Notice of Scheme Meeting and the Request Form) may be accessed at the Company's corporate website at the URL <https://res.listedcompany.com> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. A Shareholder who wishes to exercise his/her/its voting rights at the Scheme Meeting may: (a) vote at the Scheme Meeting in person or (b) appoint a proxy to vote on his/her/its behalf at the Scheme Meeting.
3. A Shareholder who is not a relevant intermediary and is entitled to attend and vote at the Scheme Meeting may only appoint one (1) proxy to attend and vote in his/her/its stead and may only cast all the votes he/she/it uses at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Shareholder who is not a relevant intermediary appoints more than one proxy, such additional appointments shall be invalid. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
4. The appointment of a proxy by this instrument shall not preclude a Shareholder from attending and voting in person at the Scheme Meeting. If a Shareholder attends the Scheme Meeting in person, the appointment of a proxy shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy to the Scheme Meeting.
5. A Shareholder should insert the total number of Shares held. If the Shareholder has Shares entered against his/her/its name in the Depository Register maintained by CDP, he/she/it should insert that number of Shares. If the Shareholder has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. If the Shareholder has Shares entered against his/her/its name in the said Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by the Shareholder.
6. If the Shareholder is shown to not have any Shares entered against his/her/its name as at seventy-two (72) hours before the time fixed for the Scheme Meeting, the Proxy Form will be rejected.
7. The Proxy Form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where a Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must (failing previous registration with the Company) be lodged with the Proxy Form; failing which the instrument may be treated as invalid.
9. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Scheme Meeting, as certified by CDP to the Company.
10. The Proxy Form (together with the power of attorney or such other authority, if any) must be deposited with the Company's Share Registrar's Office at Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 or sent by email to srs.proxy@boardroomlimited.com, by 10.00 a.m. on 12 August 2024 (being not less than seventy-two (72) hours before the time appointed for the Scheme Meeting). **Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**
11. If any Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated herein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Shareholder are not ascertainable from the instructions of the Shareholder specified in the Proxy Form (if applicable), the Shareholders and the proxy of such Shareholder (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman. Any such Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
12. **Relevant Intermediaries:**

Persons who hold Shares through relevant intermediaries, other than SRS Investors, and who wish to participate in the Scheme Meeting should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than SRS Investors, may (a) vote at the Scheme Meeting if they are appointed as proxy by their respective relevant intermediaries; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

In addition, SRS Investors may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective SRS operators, and should contact their respective SRS operators if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS operators, and should approach their respective SRS operators by 10.00 a.m. on 5 August 2024, being at least seven (7) working days before the date of the Scheme Meeting, to ensure their votes are submitted.
13. In relation to any Shareholder who is a relevant intermediary:
 - (a) subject to paragraph 13(b) below, a Shareholder who is a relevant intermediary need not cast all the votes he/she/it uses in the same way provided that each vote is exercised in relation to a different Share; and
 - (b) a Shareholder who is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of the Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by the Shareholder (which number and class of shares must be specified). Each proxy appointed in accordance with this paragraph 13(b) may only cast all the votes he/she/it uses at the Scheme Meeting in one (1) way.

A "relevant intermediary" means:

 - (A) a banking corporation licensed under the Banking Act 1970 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 2001, and who holds shares in that capacity; or
 - (C) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that 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.
14. For purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied:
 - (a) the Company shall treat each proxy appointed in accordance with paragraphs 3 or 13(b) and who casts a vote for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy of more than one (1) Shareholder to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing Shareholders; and
 - (b) where a Shareholder who is a relevant intermediary casts votes both for and against the Scheme otherwise than in accordance with paragraph 13(b) above, for purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied, without prejudice to the treatment of any proxies appointed in accordance with paragraph 13(b) above:
 - (i) the Company shall treat the relevant intermediary as casting one (1) vote in favour of the Scheme if the relevant intermediary casts more votes for the Scheme than against the Scheme;
 - (ii) the Company shall treat the relevant intermediary as casting one (1) vote against the Scheme if the relevant intermediary casts more votes against the Scheme than for the Scheme; and
 - (iii) the Company shall treat the relevant intermediary as casting one (1) vote for and one (1) vote against the Scheme if the relevant intermediary casts equal votes for and against the Scheme.
15. SRS Agent Banks acting on the request of SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and number of Shares held. The list, signed by an authorised signatory of the SRS Agent Bank, should reach the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, at least 72 hours before the time appointed for holding the Scheme Meeting.
16. All references to a time of day is made by reference to Singapore time.
17. All Shareholders will be bound by the outcome of the Scheme Meeting regardless of whether they have attended or voted at the Scheme Meeting.
18. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Company's Scheme Document dated 31 July 2024.