

**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**

**RESULTS OF THE SCHEME MEETING HELD ON 15 AUGUST 2024**

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**1. INTRODUCTION**

The board of directors (the "**Board**" or "**Directors**") of RE&S Holdings Limited (the "**Company**") refers to:

- (a) the scheme document (the "**Scheme Document**") despatched on 31 July 2024 to the shareholders of the Company (the "**Shareholders**") in relation to the proposed acquisition (the "**Acquisition**") by Relish Investments (the "**Offeror**") of all the issued and fully paid-up ordinary shares in the capital of the Company (the "**Shares**"), 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**");
- (b) the notice of the Scheme Meeting (the "**Notice of Scheme Meeting**") dated 31 July 2024;
- (c) the announcement dated 16 July 2024 made by the Company, in relation to the hearing date of the application in HC/OA 680/2024 (the "**Application**") that had been filed with the Court for leave to convene the Scheme Meeting in the manner set out in the Application; and
- (d) the announcement dated 24 July 2024 made by the Company, in relation to the Court granting leave to the Company to convene the Scheme Meeting for the purposes of considering and, if thought fit, approving the Scheme.

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

**2. RESULTS OF THE SCHEME MEETING**

**2.1 Results of the Scheme Meeting**

The Board wishes to announce that at the Scheme Meeting convened pursuant to an Order of the Court dated 24 July 2024 and held in a wholly physical format on Thursday, 15 August 2024 at 10.00 a.m. (Singapore time), the Shareholders have, by a majority in number of Shareholders present and voting (either in person or by proxy) at the Scheme Meeting, such majority representing not less than three-fourths in value of the Shares voted at the Scheme Meeting, **APPROVED** the Scheme.

The information as required under Rule 704(15) of the Catalist Rules is set out in this announcement.

## 2.2 Breakdown of all valid votes cast at the Scheme Meeting

The results of the Scheme Meeting are set out in the following table:

Resolution		FOR		AGAINST		Total
		Number	As a percentage of total number for and against the resolution (%) <sup>(1)</sup>	Number	As a percentage of total number for and against the resolution (%) <sup>(1)</sup>	Number for and against the Scheme Resolution
To approve the Scheme	Shareholders present and voting (either in person or by proxy)	49	83.05	10	16.95	59
	Shares represented by votes (either in person or by proxy)	329,866,770	99.98	60,300	0.02	329,927,070

**Note:**

(1) Rounded to the nearest two (2) decimal places.

## 2.3 Details of Parties Required to Abstain from Voting on the Scheme Resolution

No Shareholder was required to abstain from voting on the Scheme Resolution at the Scheme Meeting.

## 2.4 Scrutineer for the Scheme Meeting

DrewCorp Services Pte. Ltd. was appointed as the scrutineer for the Scheme Meeting.

## 2.5 Additional Considerations

Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.

## 3. NEXT STEPS AND INDICATIVE TIMELINE FOR THE SCHEME

In light of the approval by Shareholders of the Scheme, the Company will be submitting its application to the Court for sanction of the Scheme under Section 210 of the Companies Act (the "**Court Order**").

Subject to the grant of the Court Order and the satisfaction (or, where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, the Scheme will become effective and binding upon the lodgement of the Court Order with the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**").

As set out in the Scheme Document, Shareholders should note the following indicative timetable in relation to the Scheme:

Expected date of Court hearing of the application to sanction the Scheme	: On or around 29 August 2024 <sup>(1)</sup>
Expected last day of trading of the Shares	: On or around 30 August 2024
Expected Record Date	: On or around 6 September 2024, 5.00 p.m. <sup>(2)</sup>
Expected date of despatch of Election Forms by the Offeror (or on its behalf) to Entitled Shareholders	: On or around 11 September 2024
Expected latest date and time for submission of Election Forms	: On or around 25 September 2024 <sup>(3)</sup> , 5.30 p.m.
Expected Effective Date	: On or around 9 October 2024 <sup>(4)</sup>
Expected date for the payment of the Scheme Consideration	: On or around 18 October 2024
Expected date for the Delisting of the Shares	: On or around 22 October 2024 <sup>(5)</sup>

**Notes:**

- (1) The date of the Court hearing of the application to sanction the Scheme will depend on the date that is allocated by the Court.
- (2) The expected Record Date is subject to the release of the Company's financial results for the full year end 30 June 2024.
- (3) Entitled Shareholders will be given a period of 10 Business Days to submit their Election Forms.
- (4) On the basis that all the Scheme Conditions have been satisfied (or, where applicable, waived) in accordance with the Implementation Agreement and the Court Order is lodged with ACRA pursuant to Section 210(5) of the Companies Act by the Company on a date to be reasonably agreed between the Parties falling within 15 Business Days from the Election Closing Date. The Scheme will only become effective if all the Scheme Conditions have been satisfied (or, where applicable, waived) in accordance with the Implementation Agreement and a copy of the Court Order has been lodged with ACRA.
- (5) The Delisting is conditional upon the SGX-ST Delisting Approval.

**The above table is indicative only and may be subject to change. Please refer to the future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.**

#### **4. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors (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 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 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 do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

By Order of the Board

**RE&S HOLDINGS LIMITED**

Foo Kah Lee

Executive Director and CEO

15 August 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.*

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