

**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**

NOTICE OF COURT HEARING DATE TO SANCTION THE SCHEME

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 announcement dated 16 July 2024 made by the Company, in relation to the hearing date of the application in HC/OA 680/2024 (the "**Scheme Meeting Application**") that had been filed with the Court for leave to convene the Scheme Meeting in the manner set out in the Scheme Meeting Application;
- (c) 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; and
- (d) the announcement dated 15 August 2024 made by the Company, in relation to the approval of the Scheme by the requisite majority of the Shareholders at the Scheme Meeting held on 15 August 2024.

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

2. NOTICE OF COURT HEARING DATE TO SANCTION THE SCHEME

- 2.1 As stated in the Scheme Document, upon the Scheme being approved 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, an application will be made to the Court by the Company for the sanction of the Scheme.

- 2.2 In light of the approval by the Shareholders at the Scheme Meeting held on 15 August 2024, the Company wishes to announce that
- (a) it has filed summons HC/SUM 2344/2024 in HC/OA 680/2024 (the "**Scheme Sanction Application**") on 16 August 2024 in the Court to apply for an order for sanction of the Scheme (the "**Court Sanction**"); and
 - (b) the Court has directed that the Scheme Sanction Application be fixed for hearing at 2.30 p.m. (Singapore time) on 26 August 2024.
- 2.3 Subject to the grant of the Court Sanction 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 Scheme Court Sanction with Accounting and Corporate Regulatory Authority of Singapore.
- 2.4 A copy of the Scheme Sanction Application will be made available for inspection during normal business hours at the registered office of the Company at 32 Tai Seng Street, #07-00 RE&S Building, Singapore 533972 from the date of this Announcement up to (and including) 26 August 2024.

3. INDICATIVE TIMELINE FOR THE SCHEME

Subject to the grant of the Court Sanction on 26 August 2024, Shareholders should note the updated dates for the following events:

Date of Court hearing of the Scheme Sanction Application (the " Court Hearing Date ")	: 26 August 2024
Expected last day of trading of the Shares	: On or around 30 August 2024
Expected Record Date	: On or around 3 September 2024, 5.00 p.m. ⁽¹⁾
Expected date of despatch of Election Forms by the Offeror (or on its behalf) to Entitled Shareholders	: On or around 6 September 2024
Expected latest date and time for submission of Election Forms	: On or around 20 September 2024 ⁽²⁾ , 5.30 p.m.
Expected Effective Date	: On or around 4 October 2024 ⁽³⁾
Expected date for the payment of the Scheme Consideration	: On or prior to 15 October 2024
Expected date for the Delisting of the Shares	: On or around 17 October 2024 ⁽⁴⁾

Notes:

- (1) The expected Record Date is subject to the release of the Company's financial results for the full year end 30 June 2024.

- (2) Entitled Shareholders will be given a period of 10 Business Days to submit their Election Forms.
- (3) 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.
- (4) The Delisting is conditional upon the SGX-ST Delisting Approval.

Save for the Court Hearing Date, the above dates are indicative only and are subject to the grant of the Court Sanction on the Court Hearing Date. Please refer to future announcement(s) by the Company and/or 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
20 August 2024

*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.