

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held by electronic means on Wednesday, 28 April 2021 at 3.00 p.m., to transact the following businesses:

AS ROUTINE BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors' Statements and Independent Auditors' Report thereon. **Resolution 1**

2. To approve the payment of Directors' fees of up to S\$240,000/- for the financial year ending 31 December 2021, payable quarterly in arrears. (2020: up to S\$240,000). **Resolution 2**

- 3(a). To re-elect Mr Chen Tong, a Director who is retiring by rotation pursuant to Article 89 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 3**

(See Explanatory Notes)

- 3(b). To re-elect Mr Lee Ka Shao, a Director who is retiring by rotation pursuant to Article 89 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 4**

Mr Lee Ka Shao will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and he will be considered independent for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

(See Explanatory Notes)

- 3(c). To re-elect Mr Eddy Lim Seok Boon, a Director who is retiring by rotation pursuant to Article 88 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 5**

Mr Eddy Lim Seok Boon will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and Remuneration Committee and he will be considered independent for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

(See Explanatory Notes)

4. To re-appoint Messrs RT LLP as Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**

5. To transact any other routine business that may properly be transacted at an Annual General Meeting.

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AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions with or without modifications:

6. Authority to allot and issue shares

Resolution 7

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the Listing Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the Company's Constitution, authority be and is hereby given to the Directors of the Company to:–

- (A) (i) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise, and/or
 - (ii) make or grant offers, agreements or options (collectively "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed, after adjusting for:–
 - (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;

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(ii) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (a) above and this sub-paragraph (b), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

7. **Authority to offer and grant awards and to allot and issue shares under the Reenova Performance Share Plan (“PSP”)** **Resolution 8**

“That approval be and is hereby given to the Directors of the Company to offer and grant awards in accordance with the provisions of the PSP and to allot and issue from time to time such number of fully-paid new Shares as may be required to be allotted and issued pursuant to the vesting of awards under the PSP provided always that the aggregate number of Shares which may be issued or transferred pursuant to awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred and transferable in respect of all awards granted thereunder; and (ii) all Shares issued and issuable and/or transferred and transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST”), if any) of the Company on the day preceding the relevant date of award, and provided also that subject to such adjustments as may be made to the PSP as a result of any variation in the capital structure of the Company.”

BY ORDER OF THE BOARD

Vincent Lee Chung Ngee
Joanna Lim Lan Sim
Company Secretaries

13 April 2021
Singapore

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Explanatory Notes:-

In relation to Resolutions 3, 4 and 5 proposed in item 3(a), 3(b) and 3(c) above, the detailed information on Mr Chen Tong, Mr Lee Ka Shao and Mr Eddy Lim Seok Boon, and are set out in the section entitled "Profiles of Directors and Management", Table 3 in the "Corporate Governance Statement" section and "Additional Information on Directors Seeking Re-Election" section of the Company's 2020 Annual Report.

Statement Pursuant to Article 52 of the Company's Constitution

The effect of the resolutions under the heading "Special Business" in this Notice of the Annual General Meeting is:-

- (i) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors of the Company (unless varied or revoked by the Company in general meeting) from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier, to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares and issue shares in pursuance of such instruments. The number of shares (including shares to be issued in pursuance of instruments made or granted) that the Directors of the Company may issue under Resolution 7 shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of Resolution 7, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to the shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (ii) The Ordinary Resolution 8 proposed in item 7 above, will authorise the Directors of the Company to offer and grant awards under the Reenova Performance Share Plan ("PSP") and to allot and issue new Shares pursuant to the PSP, provided that the aggregate number of Shares over which awards may be granted under the PSP on any date, when aggregated with the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered, pursuant to awards granted under the PSP, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

IMPORTANT NOTES ON THE ANNUAL GENERAL MEETING ("AGM") TO BE HELD BY ELECTRONIC MEANS

(A) PRE-REGISTRATION

This Annual General Meeting ("AGM") 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. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions before or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Notice of AGM dated 13 April 2021 which has been uploaded on SGXNET on the same day. The announcement and Notice of AGM may also be assessed at the Company's website at the URL <https://reenovagroup.com/>.

Members who wish to attend the AGM via live audio-visual webcast or live audio-only stream, must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/reenova/> by 3.00 p.m. on 25 April 2021 ("Registration Cut-Off Date") to enable the Company to verify their status as members.

Following the verification, authenticated members will receive a confirmation email by 26 April 2021 which will contain login details to access the live audio-visual webcast or a toll-free number with details to access the live audio-only stream of the AGM proceedings.

Members should not disclose such login details to persons who are not entitled to attend the AGM. Members who do not receive the confirmation email by 10 a.m. on 27 April 2021 may contact the Company at the following email address: ir@reenovagroup.com.

Persons who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM should approach their respective relevant intermediaries as soon as possible in order for necessary arrangements to be made for their participation in the AGM.

(B) SUBMISSION OF PROXY FORM

In view of the current COVID-19 control measures in Singapore, the AGM will be held by electronic means and a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company. The Proxy Form is available on SGXNET and the Company's website. A printed copy of the Proxy Form can also be found in the Annual Report 2020. A member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid. The Proxy Form must be submitted in the following manner:

- (i) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com or
- (ii) if submitted by post, be deposited to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898.

in either case, by 3.00 p.m. on 26 April 2021.

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A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM.

(C) SUBMISSION OF QUESTIONS

Shareholders can submit their questions related to the resolutions to be tabled at the AGM to the Chairman of the AGM, in advance of the AGM, via the pre-registration website when they register for the webcast. Members can also send their questions by email to ir@reenovagroup.com or via the pre-registration website at <https://globalmeeting.bigbangdesign.co/reenova/>.

When sending in your questions by post or by email, please also provide the following details:

- a. your full name;
- b. number of shares held; and
- c. the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

All questions must be submitted by 3.00 p.m. on 26 April 2021. Members will be not able to ask questions at the AGM live during the webcast or audio-stream.

The Company will endeavor to address all substantial and relevant questions related to the resolutions to be tabled for approval before or at the AGM. A summary of the questions and responses will be published on SGXNET and the Company's website.

(D) ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

The Annual Report 2020, Notice of AGM and Proxy Form may be accessed on the Company's corporate website at the URL <https://reenovagroup.com/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

(E) FURTHER UPDATES

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the AGM. The Company would like to thank all shareholders for their patience and cooperation in enabling the Company to continue holding its AGM amidst the COVID-19 situation.

(F) PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.