

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**” or “**AGM**”) of RE&S Holdings Limited (the “**Company**”) will be held by way of electronic means on Wednesday, 26 October 2022, at 10.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Auditors’ Report thereon.

**(Resolution 1)**
2. To declare a final dividend (tax exempt one-tier) of 0.85 cent per ordinary share for the financial year ended 30 June 2022.

**(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Regulation 97 of the Constitution of the Company:

Mr. Hiroshi Tatara	<b>(Resolution 3)</b>
Mr. Yek Hong Liat John	<b>(Resolution 4)</b>
Mr. Lee Lap Wah, George	<b>(Resolution 5)</b>

  - *Mr. Hiroshi Tatara will, upon re-election as a Director of the Company, remain as the Executive Director and President of the Company. Detailed information of Mr. Hiroshi Tatara required pursuant to Rule 720(5) of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”) can be found in the Annual Report.*
  - *Mr. Yek Hong Liat John will, upon re-election as a Director of the Company, remain as the Non-Executive and Non-Independent Director of the Company. Detailed information of Mr. Yek Hong Liat John required pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report.*
  - *Mr. Lee Lap Wah, George 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 and will be considered independent for the purpose of Rule 704(7) of Catalist Rules. Detailed information of Mr. Lee Lap Wah, George required pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report.*
4. To approve the payment of Directors’ fees of S\$210,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears. (FY2022: S\$210,000)

**(Resolution 6)**
5. To re-appoint RSM Chio Lim LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

**(Resolution 7)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

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## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

### 7. Authority to issue new shares

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules of SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in 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) options, 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 of the Company 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 Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

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- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (i)]

**(Resolution 8)**

## 8. Authority to issue shares under the RE&S Employee Share Option Scheme

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing RE&S Employee Share Option Scheme (the "**RE&S ESOS**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the RE&S ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the RE&S ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

**(Resolution 9)**

## 9. Renewal of Share Buy-Back Mandate

THAT:

- (a) for the purposes of the Companies Act 1967 ("**Companies Act**"), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) market purchase(s), transacted through the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") or, as the case may be, any other securities exchange on which the shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchase**"); and/or
  - (ii) off-market purchase(s) (if effected otherwise than on an approved exchange in Singapore or any securities exchange outside Singapore) in accordance with an equal access scheme as defined in Section 76C of the Companies Act as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual Section B: Rules of Catalist of the SGX-ST ("**Catalist Rules**") ("**Off-Market Purchase**"),

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

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- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of passing of this resolution and expiring on the earlier of:
- (i) the date on which the next AGM of the Company is held or required by law to be held; or
  - (ii) the date on which purchases or acquisitions of shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by the Company in a general meeting;

- (c) in this resolution:

**"Market Day"** means a day on which the SGX-ST is open for trading in securities;

**"Maximum Price"** in relation to a share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, the price per share which is not more than 5% above the average of the closing market prices of the shares over the last five (5) Market Days on the Catalist, on which transactions in the shares were recorded, immediately preceding the day of the Market Purchase by the Company, and which is deemed to be adjusted in accordance with the Catalist Rules for any corporate action occurring during the relevant five (5) Market Days period and the day of the Market Purchase; and
- (ii) in the case of an Off-Market Purchase, the price per share based on not more than 20% above the average of the closing market prices of the shares over the last five (5) Market Days on the Catalist, on which transactions in the shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme, and which is deemed to be adjusted in accordance with the Catalist Rules for any corporate action occurring during the relevant five (5) Market Days period and the day of the Off-Market Purchase;

**"Prescribed Limit"** means 10% of the total number of issued ordinary shares of the Company (excluding treasury share and subsidiary holdings, if any) as at the date of passing of this resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued ordinary shares of the Company shall be taken to be the total number of issued ordinary shares of the Company as altered (excluding treasury share and subsidiary holdings, if any, from time to time). Shares which are held by the Company as treasury shares and subsidiary holdings will be disregarded for the purposes of calculating this 10% limit;

**"Relevant Period"** means the period commencing from the date on which this resolution in relation to the adoption of the Share Buy-Back Mandate is passed and expiring on the earliest of (i) the date on which the next AGM is held or is required by law to be held; (ii) the date on which the Share Buy-Back Mandate have been carried out to the full extent mandated; or (iii) the date which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Company in a general meeting, after this resolution is passed; and

**"subsidiary holdings"** has the meaning given to it in the Catalist Rules; and

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- (d) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary in the interest of the Company in connection with or for the purposes of giving full effect to the Share Buy-Back Mandate.

*[See Explanatory Note (iii)]*

**(Resolution 10)**

By Order of the Board

Sarah Zeng  
Secretary

Singapore  
10 October 2022

## **Explanatory Notes:**

- (i) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holding, if any) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or the vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (ii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in aggregate (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.

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- (iii) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company, from the date of the AGM until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or the date on which the Share Buy-Back Mandate have been carried out to the full extent mandated or when such authority conferred by the Share Buy-Back Mandate is varied or revoked by the Company in a general meeting, whichever is the earlier, to make purchases (whether by way of Market Purchase or Off-Market Purchase on an equal access scheme) from time to time of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at prices up to but not exceeding the Maximum Price. The rationale for the Share Buy-Back Mandate, the authority and limitation on the purchase or acquisition of shares under the Share Buy-Back Mandate, the source of funds to be used for the purchase or acquisition including the amount of financing, and the financial effects of the purchase or acquisition of shares by the Company pursuant to the proposed renewal of the Share Buy-Back Mandate on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 30 June 2022 are set out in greater detail in the Appendix dated 10 October 2022 released to SGX-ST together with the Annual Report 2022.

## IMPORTANT NOTICE:

- (1) The Meeting 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. Printed copies of all documents relating to the business of AGM, including this Notice of AGM and Proxy Form will not be sent to Shareholders of the Company. Instead, this Notice of AGM and Proxy Form will be published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://res.listedcompany.com/>.

## PARTICIPATION IN THE AGM AND PRE-REGISTRATION

- (2) As the AGM will be held by way of electronic means, a member of the Company ("**Member**") will **NOT** be able to attend the AGM in person. All Members or their corporate representatives (in the case of Members which are legal entities) will be able to participate in the AGM proceedings by accessing a "live" webcast or listening to a "live" audio feed. To do so, Members are required to pre-register their participation in the AGM ("**Pre-registration**") at this link: <https://smartagm.sg/res-agm2022> ("**AGM Registration and Q&A Link**") by **10.00 a.m. on 23 October 2022** ("**Registration Deadline**") for verification of their status as Members (or the corporate representatives of such Members). Members who wish to appoint person(s) (other than the Chairman of the Meeting) as a proxy(ies) ("**Proxyholder(s)**") to attend and vote at the AGM must pre-register their appointed proxy(ies) via the AGM Registration and Q&A Link by the Registration Deadline, failing which the appointment shall be invalid.
- (3) Upon successful verification, each such Member or its corporate representative or Proxy(ies) ("**Attendees**") will receive an email by **5.00 p.m. on 25 October 2022**. The email will contain instructions to access the "live" webcast or "live" audio feed of the AGM proceedings. Attendees **must not** forward the email to other persons who are not Members and who are not entitled to participate in the AGM proceedings. Attendees who have pre-registered by the Registration Deadline in accordance with paragraph (2) above but do not receive an email by **5.00 p.m. on 25 October 2022** may contact the Company Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, via email at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com).
- (4) Members holding shares through relevant intermediaries (other than CPF or SRS investors) will not be able to pre-register for the "live" webcast or "live" audio feed of the AGM. Such Members who wish to participate in the "live" webcast or "live" audio feed of the AGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

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## APPOINTMENT OF PROXY(IES)

- (5) A Member who wishes to exercise his/her/its voting rights at the AGM may:
- (a) (where the member is an individual) vote "live" via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on his/her/its behalf; or
  - (b) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.
- (6) A Member who is not a relevant intermediary entitled to appoint not more than two proxies. Where such Member's instruments appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

A Member who is a relevant intermediary entitled to appoint more than two proxies but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

**"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.
- (7) A proxy need not be a Member.
- (8) The instrument appointing the proxy (the "**Proxy Form**") 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.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com), not less than seventy-two (72) hours before the time appointed for the Meeting.

**Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

- (9) CPF and SRS investors: (a) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should approach their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e.: by **14 October 2022**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form on their behalf by the cut-off date.

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## SUBMISSION OF QUESTIONS

- (10) Members or Proxy(ies) may (i) submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link by **10.00 a.m. on 23 October 2022**; or (ii) submit text-based question during the AGM clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.
- (11) The Company will endeavour to address relevant and substantial questions (as may be determined by the Company in its sole discretion) received before and during the AGM, at the AGM.
- (12) The Company will publish the minutes of the AGM on SGXNET and the Company's website within one (1) month after the date of AGM.

## VOTING

- (13) Live voting will be conducted during the AGM. It is important for Attendees to ensure their own web-browser enabled devices ready for voting during the AGM.
- (14) Attendees will be required to log-in via the email address provided during pre-registration or as indicated in the Proxy Form.
  - (i) Live voting: Attendees may cast their votes in real time for each resolution to be tabled via the Live Webcast through the login credentials created during pre-registration. Attendees will have the opportunity to cast their votes via the live voting feature.
  - (ii) Voting via appointing the Chairman of the Meeting as Proxy. As an alternative to the above, Members may also appoint the Chairman of the AGM as his/her/its proxy to vote on their behalf. Please refer to "**Appointment of proxy(ies)**" section above for the manner of submission.

## PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing the proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of Proxy Forms appointing proxy(ies) for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to Members (or their corporate representatives in the case of Members which are legal entities) to observe the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Members and if necessary, following up with the relevant Members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.