

**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**

**DESPATCH OF ELECTION FORMS AND ACCOMPANYING DOCUMENT
AND CONFIRMATION OF ELECTION PERIOD**

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 15 August 2024 released 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; and
- (c) the announcement dated 26 August 2024 released by the Company in relation to the sanction of the Scheme by the Court, the notice of the Record Date and the last day of trading of the Shares.

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

2. DESPATCH OF ELECTION FORMS AND ACCOMPANYING DOCUMENT

- 2.1 The Board wishes to announce that the Offeror has today despatched to the Entitled Shareholders the Election Forms and the cover letter accompanying the Election Forms (the "**Accompanying Document**").
- 2.2 Entitled Shareholders may also obtain copies of the relevant Election Form and Accompanying Document from the Share Registrar's office situated at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 during the Election Period, as described in paragraph 3.1 below.

3. ELECTION PERIOD

3.1 The Board also wishes to announce that the Election Period will commence from 9.00 a.m. (Singapore time) on 6 September 2024 and end at 5.30 p.m. (Singapore time) on 20 September 2024 (the "**Election Closing Date**").

3.2 Entitled Shareholders (not being Depository Agents) who wish to elect to receive the Cash and Securities Consideration must:

- (a) deliver the completed and signed Election Form to the Company by post, using the enclosed pre-addressed envelope at its own risk to RE&S Holdings Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1597, Singapore 903147; or
- (b) submit its election, in electronic form, via the SGX-ST's Investor Portal at investors.sgx.com,

in either case, in accordance with the instructions in the Election Form and the Accompanying Document, so as to arrive no later than 5.30 p.m. (Singapore time) on the Election Closing Date.

3.3 Entitled Depository Agents may make their elections on behalf of each sub-account holder who holds Shares via Electronic Election. Electronic Election must be submitted no later than 5.30 p.m. (Singapore time) on the Election Closing Date. If an Entitled Depository Agent wishes to elect to receive the Cash and Securities Consideration in respect of any of its sub-account holder's Shares, such Entitled Depository Agent must, in addition to making the relevant election via Electronic Election, complete and return the Sub-Account Holders Form which will be provided to Entitled Depository Agents by CDP electronically:

- (a) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via email to the Share Registrar at srs.teamc@boardroomlimited.com; or
- (b) if submitted by post, be sent to the office of the Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in either case, in accordance with the instructions in the Election Form and the Accompanying Document, so as to arrive no later than 5.30 p.m. (Singapore time) on the Election Closing Date.

3.4 For the avoidance of doubt, and as set out in the Election Form and the Accompanying Document, each Entitled Shareholder is only entitled to receive the Cash Consideration or, in lieu thereof, the Cash and Securities Consideration, for all the Shares registered in the Entitled Shareholder's name, but not a mixture of both.

3.5 If an Entitled Shareholder holds Shares as a Depositor or in scrip form registered in its name ("**Directly-Held Shares**") and Shares through securities sub-account(s) with Depository Agent(s) ("**Indirectly-Held Shares**"), such Entitled Shareholder shall elect to receive either the Cash Consideration OR the Cash and Securities Consideration (and not a mixture of both) in respect of all of its Directly-Held Shares, and shall direct its Depository Agent(s) to elect to receive the same form of the Scheme Consideration in respect of all of its Indirectly-Held Shares.

An Entitled Shareholder who wishes to receive the Cash Consideration does not need to take any action.

If an Entitled Shareholder does not take any action, or if its Election Form is rejected or otherwise received after 5.30 p.m. (Singapore time) on the Election Closing Date, such Entitled Shareholder will be deemed to have elected to receive the Cash Consideration in respect of all the Shares it holds as at 5.00 p.m. on the Record Date.

4. INDICATIVE TIMELINE FOR THE SCHEME

Shareholders are reminded to note the following indicative timetable in relation to the Scheme:

Record Date	:	3 September 2024, 5.00 p.m.
Date of despatch of Election Forms by the Offeror (or on its behalf) to Entitled Shareholders	:	6 September 2024
Latest date and time for submission of Election Forms	:	20 September 2024, 5.30 p.m.
Expected Effective Date	:	On or around 4 October 2024 ⁽¹⁾
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 ⁽²⁾

Notes:

- (1) 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.
- (2) The Delisting is conditional upon the SGX-ST Delisting Approval.

Save for the dates and time relating to the Record Date, the date of despatch of Election Forms and the latest date and time for submission of Election Forms, the above dates are indicative only and may be subject to change. Please refer to future announcement(s) by the Company and/or SGX-ST for the exact dates of these events.

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

5. 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

6 September 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.