

RENAISSANCE UNITED LIMITED

(the "Company")

(Company Registration Number 199202747M)

(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

This Notice of Annual General Meeting (the "**Notice**") of Renaissance United Limited ("the **Company**") has been made available on SGXNET at the link: <https://www.sgx.com/securities/company-announcements> and the Company's website at the link: www.ren-united.com. A printed copy of the Notice will NOT be dispatched to shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**AGM**") of the Company will be convened and held by way of electronic means via a live webcast from 160 Robinson Road #26-06 SBF Center, Singapore 068914 on 25 November 2020 at 3:00 p.m. for the following purposes:

As Ordinary Business

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

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 April 2020 together with the Directors' Statement and the Auditors' Report thereon. **[Resolution 1]**
2. To approve Directors' fees of \$10,000/- (2019:S\$96,000). **[Resolution 2]**
3. To re-elect the following Director retiring pursuant to Regulation 89 of the Company's Constitution: **[Resolution 3]**

Mr James Moffatt Blythman.
[See Explanatory Note 1]
4. To re-elect the following Director retiring pursuant to Regulation 88 of the Company's Constitution: **[Resolution 4]**

Mr Aswath Ramakrishnan.
[See Explanatory Note 2]
5. To re-elect the following Director retiring pursuant to Regulation 88 of the Company's Constitution: **[Resolution 5]**

Mr Koh Beng San.
[See Explanatory Note 3]
6. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
7. To transact any other ordinary business which may be transacted at an annual general meeting.

As Special Business

To consider and if thought fit, to pass the following resolution as ordinary resolution:

8. Authority to allot and issue new shares and convertible securities

[Resolution 7]

That pursuant to Section 161 of the Companies Act, Chapter 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("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:
 - (i) 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 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) 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 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (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 (i) 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) in the capital of the Company at the time of the passing of this resolution, after adjusting for:
 - (1) new shares arising from the conversion or exercise of any convertible securities;
 - (2) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and
 - (3) any subsequent bonus issue, consolidation or subdivision of shares;

- (c) in exercising the authority conferred by the 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 of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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 earlier.

[See Explanatory Note 4]

By Order of the Board

Allan Tan Poh Chye
Company Secretary

Singapore, 11 November 2020

EXPLANATORY NOTES:

- (1) Mr James Moffatt Blythman has submitted himself for re-nomination and re-appointment. Mr Blythman will, upon re-election as a Director of the Company, remain as Executive Director and Chief Financial Officer. Please refer to page 133 of the Annual Report for more information on Mr Blythman.
- (2) Mr Aswath Ramakrishnan was appointed by the Directors on 17 July 2020 pursuant to Regulation 88 of the Company's constitution. Under Regulation 88, any person so appointed by the Directors shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. Upon re-election as a Director of the Company, Mr Aswath Ramakrishnan will remain an independent Director, and a member of the Audit, Remuneration and Nominating Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to page 133 of the Annual Report for more information on Mr Ramakrishnan.
- (3) Mr Koh Beng San was appointed by the Directors on 13 October 2020 pursuant to Regulation 88 of the Company's constitution. Under Regulation 88, any person so appointed by the Directors shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. Upon re-election as a Director of the Company, Mr Koh Beng San will remain an independent Director, Chairman of the Audit Committee, and as a member of the Remuneration and Nominating Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to page 133 of the Annual Report for more information on Mr Koh.
- (4) Ordinary resolution 7 proposed in item 8 above, if passed, will authorise the Directors of the Company 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, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders. The authority of the Directors to do so as aforementioned is effective 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 or until such time authority is varied or revoked by the Company in a general meeting, whichever is the earlier. In calculating the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) 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 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.

Special Notice Regarding Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”)

On 3 April 2020, the Singapore Government announced the implementation of circuit breaker measures (enhanced safe distancing measures and closure of non-essential workplace premises) to curb the further spread of COVID-19.

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**COVID-19 (Temporary Measures) Order 2020**”) was issued by the Minister for Law on 13 April 2020 which, among other things, enables issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution). A joint statement was also issued on 13 April 2020 by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation providing guidance for listed and non-listed entities on the manner in which general meetings are to be conducted during the period when elevated safe distancing measures are in place. The alternative arrangements apply for the period starting on 27 March 2020 and ending on 30 June 2021.

In light of the above developments, the Company’s Annual General Meeting (“**AGM**”) will be convened and held by electronic means only. The Company is arranging for a live webcast of the AGM proceedings (the “**Live AGM Webcast**”) which will take place on Wednesday, 25 November 2020 at 3.00 p.m. Shareholders will be able to observe and/or listen to the AGM proceedings via live audio visual webcast or live audio-only stream. Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person.

Shareholders will be able to participate in the AGM in the following manner set out below.

Live AGM Webcast:

1. Shareholders may observe and/or listen to the AGM proceedings through the Live AGM Webcast. To do so, shareholders need to register at <https://agm.conveneagm.com/renunited> (the “**Registration Link**”) from 11 November 2020 **till 3.00 p.m. on 22 November 2020** (the “**Registration Deadline**”) to enable the Company to verify their status.
2. Following the verification, authenticated shareholders will receive an email by 3.00 p.m. on 22 November 2020 containing instructions to access the live audio-visual webcast of the AGM proceedings and, as an alternative, a telephone number to access the live audio only stream of the AGM proceedings.
3. Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the AGM.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 3.00 p.m. on 22 November 2020 may contact the Company by email at corp@ren-united.com or by phone at (65) 9619 2295.

Submission of Proxy Forms to Vote:

1. Shareholders who wish to vote at the AGM must submit a proxy form appointing the Chairman of the Meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote “for” or “against” or “abstain” from.
2. The proxy form (which can be assessed on SGXNET at the link: <https://www.sgx.com/securities/company-announcements> or the Company’s website at the link: www.ren-united.com, duly completed and signed, must be submitted in the following manner:
 - (a) if submitted by post, be deposited at the Company’s Share Registrar office, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898; or
 - (b) submit digitally to <https://agm.conveneagm.com/renunited>

in either case, by no later than 3.00 p.m. on 22 November 2020, being 72 hours before the time fixed for the holding of the AGM.

3. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date at 3.00 p.m. on 22 November 2020.
4. Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

Submission of Questions:

1. Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by 3.00 p.m. on 22 November 2020. Although the deadline for submitting questions is 3.00 p.m. on 22 November 2020, shareholders are, however, encouraged to register themselves via the Registration Link and to submit their questions via the Registration Link earlier than 3.00 p.m. on 22 November 2020 so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the AGM) prior to submitting their proxy forms by 3.00 p.m. on 22 November 2020.
2. The Company will endeavour to respond to shareholders' questions relating to the items on the agenda of the AGM via SGXNET and the Company's website at www.ren-united.com (where substantial and relevant to the agenda of the AGM) within 48 hours of their receipt. The Company will also publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of the AGM.

Important Reminder:

Due to the constantly evolving COVID-19 situation (and/or pursuant to any legislative amendments and directives or guidelines from government agencies or regulatory authorities), the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

Notes on AGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate, by way of observing and/or listening via webcast, in the AGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the AGM is the Chairman of the meeting. Please also note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from.
2. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is normally entitled to appoint more than two (2) proxies to participate, by way of observing and/or listening via webcast, in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the AGM is the Chairman of the meeting. Please also note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from.
3. All voting will be carried out by way of proxy forms submitted as stipulated above.
4. The duly executed instrument appointing a proxy must be emailed to the Company or sent by post to Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not later than seventy-two (72) hours before the time set for the AGM.
5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
6. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the AGM in order for the depositor to be entitled to attend and vote at the AGM

Personal Data Privacy Terms:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) 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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, 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, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

RENAISSANCE UNITED LIMITED

(Company Registration Number 199202747M)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. For investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF approved nominees and is sent solely FOR INFORMATION ONLY.
2. This proxy form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

I/We _____ NRIC/Passport No. _____

of _____ (Address)

being a member/members of RENAISSANCE UNITED LIMITED hereby appoint

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing *him/them, the Chairman of the meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll at the 28th Annual General Meeting of the Company to be held by electronic means on 25 November 2020 at 3:00 p.m. from 160 Robinson Road #26-06 SBF Center, Singapore 068914. and at any adjournment thereof.

Note: Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the resolutions as set out in the notice of general meeting. In the absence of specific directions or in the event of any item arising not summarised below, the proxy/proxies may vote or abstain as he/they may think fit.

No.	Resolutions	For	Against	Abstain
	As Ordinary Business			
1.	Adoption of Audited Financial Statements together with the Directors' Statement and Report of the Auditor for the financial year ended 30 April 2020			
2.	To approve Directors' fees of \$10,000/- (2019:S\$96,000)			
3.	Re-election of James Moffatt Blythman as a Director			
4.	Re-election of Aswath Ramakrishnan as a Director			
5.	Re-election of Koh Beng San as a Director			
6.	To re-appoint Messrs Baker Tilly TFW LLP as Auditor of the Company and to authorise the Directors to fix their remuneration.			
	As Special Business			
7.	Authority to allot and issue shares and convertible securities			

Note: Please note that the short descriptions given above of the Resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the Resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of Annual General Meeting for the full purpose and intent of the Resolutions to be passed.

Dated this _____ day of _____ 2020

Total number of shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) /
Common Seal of Corporate Shareholder

• Delete accordingly

**IMPORTANT
PLEASE READ NOTES OVERLEAF**



NOTES:

1. For this AGM, members of the Company (including Relevant Intermediaries) may only vote by way of this proxy form appointing the Chairman of the meeting to vote in accordance with the proxy form.
2. Please insert the total number of Shares held by you: (a) if you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number; (b) if you have Shares registered in your name in the Register of Members of the Company, you should insert that number; (c) if you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
3. The duly executed instrument appointing a proxy or proxies must be sent by post to the office of the Company's share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 or emailed to the Company at corp@ren-united.com, not later than seventy-two (72) hours before the time set for the AGM.
4. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 November 2020.

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Postage
Stamp

RENAISSANCE UNITED LIMITED

c/o Tricor Barbinder Share Registration Services
80 Robinson Road, #11-02, Singapore 068898

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5. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company) must be sent with the instrument of proxy either by post or by email as described above, failing which the instrument may be treated as invalid
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act.

GENERAL: The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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