

**APPENDIX DATED 30 MARCH 2023**

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR ATTENTION. PLEASE READ IT CAREFULLY.**

**IF YOU ARE IN ANY DOUBT AS TO ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

This appendix (the “**Appendix**”) is circulated to the shareholders of Rex International Holding Limited (the “**Company**”), together with the Company’s annual report for the financial year ended 31 December 2022 (the “**Annual Report**”). The notice of the Annual General Meeting and the accompanying proxy form are enclosed with the Annual Report.

If you have sold or transferred all your ordinary shares (the “**Shares**”) in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Appendix to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should at once hand this Appendix, the Notice of Annual General Meeting and the accompanying proxy form immediately to the purchaser or the transferee, or to the bank, stockbroker or agent through whom you effected the sale or the transfer, for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements or opinions made, or reports contained in this Appendix.



**REX INTERNATIONAL HOLDING LIMITED**

(Incorporated in the Republic of Singapore on 11 January 2013)  
(Company Registration No. 201301242M)

**APPENDIX TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED CHANGE OF AUDITORS FROM KPMG LLP TO  
DELOITTE & TOUCHE LLP**

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## DEFINITIONS

In this Appendix, the following definitions apply throughout unless the context otherwise requires or is otherwise stated:

<b>“2023 AGM”</b>	:	The annual general meeting of the Company to be held on 28 April 2023 at 3.00 p.m. by way of electronic means, notice of which is set out in the Notice of AGM
<b>“AC”</b>	:	The audit committee of the Company as at the date of this Appendix comprising Ms. Mae Heng, Mr. Sin Boon Ann and Mr. Dan Broström
<b>“ACRA”</b>	:	The Accounting and Corporate Regulatory Authority of Singapore
<b>“Annual Report”</b>	:	The annual report of the Company for the financial year ended 31 December 2022
<b>“Appendix”</b>	:	This appendix dated 30 March 2023 in respect of the Proposed Change of Auditors
<b>“Auditors”</b>	:	The external auditors appointed by the Group
<b>“Board”</b>	:	The board of directors of the Company as at the date of this Appendix
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Company”</b>	:	Rex International Holding Limited
<b>“Companies Act”</b>	:	The Companies Act 1967, as amended or modified from time to time
<b>“Constitution”</b>	:	The constitution of the Company, as amended, modified or supplemented from time to time
<b>“Deloitte”</b>	:	Deloitte & Touche LLP
<b>“Directors”</b>	:	The directors of the Company as at the date of this Appendix
<b>“Group”</b>	:	The Company and its subsidiaries, collectively
<b>“KPMG”</b>	:	KPMG LLP
<b>“Latest Practicable Date”</b>	:	13 March 2023, being the latest practicable date prior to the date of this Appendix
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, or the rules contained therein, as may be amended, modified or supplemented from time to time
<b>“Notice of AGM”</b>	:	The notice of the 2023 AGM dated 30 March 2023
<b>“PMP”</b>	:	Practice monitoring programme

“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from KPMG to Deloitte
“Proxy Form”	:	The proxy form in respect of the 2023 AGM as set out in the Annual Report
“Securities Account”	:	A securities account maintained by a Depositor with the CDP, but does not include a securities sub-account
“SFA”	:	The Securities and Futures Act 2001, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares in the register of members of the Company, except that where the registered holder is the CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“Substantial Shareholder”	:	A person (including a corporation) who has an interest or interests in one or more voting Shares in the Company, and the votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
“%”	:	Percentage or per centum

The terms “**Depositor**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term “**treasury shares**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined in the Companies Act, SFA and the Listing Manual or any statutory modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Companies Act, SFA and the Listing Manual or any statutory modification thereof (as the case may be) unless otherwise provided.

Any reference to a time of a day and date in this Appendix shall be a reference to Singapore time and date, respectively, unless otherwise stated.

The total of figures listed in certain tables included in this Appendix may not be the same as the arithmetic sum of the figures. Any such discrepancies are due to rounding.

**REX INTERNATIONAL HOLDING LIMITED**  
(Incorporated in the Republic of Singapore on 11 January 2013)  
(Company Registration No. 201301242M)

**Board of Directors:**

Mr Dan Broström (*Chairman and Executive Director*)  
Dr Karl Lidgren (*Executive Director*)  
Mr Sin Boon Ann (*Lead Independent Non-Executive Director*)  
Dr Christopher Atkinson (*Independent Non-Executive Director*)  
Ms Mae Heng (*Independent Non-Executive Director*)  
Mr John d'Abo (*Independent Non-Executive Director*)  
Dr Mathias Lidgren (*Non-Independent Non-Executive Director*)

**Registered Office:**

80 Robinson Road, #02-00  
Singapore 068898

30 March 2023

To: **The Shareholders of Rex International Holding Limited**

Dear Sir/Madam,

**THE PROPOSED CHANGE OF AUDITORS FROM KPMG LLP TO DELOITTE & TOUCHE LLP**

**1. INTRODUCTION**

- 1.1. The Board is seeking Shareholders' approval at the 2023 AGM for the proposed change of auditors from KPMG LLP ("KPMG") to Deloitte & Touche LLP ("Deloitte") ("**Proposed Change of Auditors**").
- 1.2. The purpose of this Appendix is to provide Shareholders with the relevant information relating to, and to explain the rationale for, the Proposed Change of Auditors, and to seek Shareholders' approval in respect of the same at the 2023 AGM. The Notice of AGM is enclosed in the Annual Report.
- 1.3. The SGX-ST assumes no responsibility for the accuracy of any of the statements or opinions made, or reports contained in this Appendix.

**2. THE PROPOSED CHANGE OF AUDITORS**

**2.1. Rationale**

- 2.1.1. KPMG has served as the Company's Auditors since the financial year ended 31 December 2013, and their re-appointment was approved by Shareholders at the Company's last annual general meeting held on 29 April 2022, to hold office until the conclusion of the next annual general meeting of the Company.
- 2.1.2. As part of the Group's initiatives in ongoing good corporate governance, the Company is of the view that it would be appropriate and timely to effect a change of Auditors of the Company. The Board is of the view that it would be opportune to review the appointment of auditors, where a change of auditors would also allow the Company to benefit from fresh perspectives and have access to the views of a new professional audit firm. The Company believes this would in turn enhance the value of the audit of the Group.

2.1.3. Following a review and evaluation of various audit firms which have experience in auditing publicly listed companies in Singapore, the AC had recommended to the Board that Deloitte be selected for the proposed appointment as Auditors of the Company. Deloitte was selected amongst other audit firms, after taking into account, *inter alia*, the suitability and independence of Deloitte in meeting the audit requirements of the Group, the adequacy of the resources and experience of Deloitte and the years of experience of its core audit service team members assigned to the audit, including their experience in the oil and gas industry. Other factors which were considered include the diversified audit clientele of Deloitte including the number of SGX-listed companies and Deloitte's global presence with its strong network support in the Asia Pacific region.

The Board and the AC have also considered the Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the suitability of Deloitte, and are of the view that Deloitte will be able to fulfil the audit requirements of the Company and the Group without compromising the standard and effectiveness of the audit of the Company and the Group. There will be no change in the scope of the audit to be undertaken with the Proposed Change of Auditors.

2.1.4. KPMG will retire as Auditors upon the conclusion of the Company's 2023 AGM. The Company has, on 23 March 2023, received notice from KPMG of their retirement as the Auditors.

2.1.5. Deloitte has, on 24 March 2023, given their written consent to act as the Auditors of the Group. The appointment is subject to Shareholders' approval at the 2023 AGM.

2.1.6. The appointment of Deloitte would be effective upon obtaining Shareholders' approval at the 2023 AGM. If approval is obtained, Deloitte will hold office as the Auditors until the conclusion of the next annual general meeting.

2.1.7. The Board wishes to express its appreciation for the past services rendered by KPMG.

2.1.8. The ordinary resolution to be tabled for the approval of Shareholders on the Proposed Change of Auditors is set out in the Notice of AGM enclosed in the Annual Report.

## 2.2. Information on Deloitte

2.2.1. Deloitte is a global provider of audit and assurance, consulting, financial advisory, risk advisory, tax and legal and related services.

Deloitte has over 2,780 staff with 206 partners in Singapore, of which more than 1,000 staff and more than 50 partners fall under its audit and assurance team. Deloitte is an affiliate of Deloitte Asia Pacific Limited, a member firm of Deloitte Touche Tohmatsu Limited, an international network of member firms which provide services for more than 100 cities across the region. Deloitte has relevant industry experience with audit clients in the energy and chemical industry which the Company is in. Deloitte is a limited liability partnership registered in Singapore under the Limited Liability Partnerships Act 2005, and is registered with ACRA.

Please refer to <https://www2.deloitte.com/sg/en.html> for more information on Deloitte.

2.2.2. Mr. Yang Chi Chih ("**Mr. Yang**") will be the audit partner in-charge of the Group's audit. Mr. Yang has close to 25 years of experience in providing audit services to a variety of clients in various industries. The oil and gas industry is one of his specialisations, with Mr. Yang having had audited, among others, public listed oil and gas companies. Mr. Yang is a Chartered Accountant of Singapore, and is a public accountant registered with ACRA.

Mr. Yang was selected for the external inspection under ACRA's PMP in 2020 and had passed his inspection.

### **2.3. Compliance with Rules 712 and 715 of the Listing Manual**

- 2.3.1. The AC has recommended the Proposed Change of Auditors after having reviewed and deliberated, and having considered the suitability of Deloitte and compliance with the Listing Manual.
- 2.3.2. Pursuant to Rule 712(1) of the Listing Manual, the Board, with the concurrence of the AC, having considered the adequacy of resources and experience of Deloitte and the audit partner-in-charge assigned to the audit, Deloitte's other audit engagements, the size and complexity of the Group's operations, and the number and experience of supervisory and professional staff assigned to the audit, is of the opinion that the appointment of Deloitte as the Auditors will be able to meet the audit requirements of the Group. Deloitte is registered with ACRA and the proposed audit partner in-charge, Mr. Yang, is registered as a public accountant under Section 12(1) of the Accountants Act 2004 and is authorised to practise as a public accountant in Singapore.
- 2.3.3. In compliance with Rule 715(1) of the Listing Manual, the Board confirms that upon obtaining Shareholders' approval for the Proposed Change of Auditors, Deloitte will also be appointed as the statutory auditors of the Company's subsidiaries incorporated in Singapore. The Company does not have any significant Singapore-incorporated associated companies.

Further, in compliance with Rule 715(2) of the Listing Manual, the Board confirms that the Company will also engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies. In this regard, the member firms of Deloitte will serve as auditor of the Company's significant foreign-incorporated subsidiaries and associated companies.

### **2.4. Confirmations pursuant to Rule 1203(5) of the Listing Manual**

In compliance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the outgoing Auditors, KPMG, has confirmed in its professional clearance letter that they are not aware of any professional reasons why Deloitte should not accept appointment as Auditors;
- (b) the Company confirms that there were no disagreements with the outgoing auditors, KPMG, on accounting treatments within the last twelve (12) months;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders;
- (d) the specific reasons for the Proposed Change of Auditors are as set out in paragraph 2.1 above; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Listing Manual in connection with the appointment of Deloitte as incoming Auditors.

### **3. NOMINATION NOTICE**

Pursuant to Section 205 of the Companies Act, a copy of the notice of nomination of the proposed new Auditor dated 23 March 2023 from a Shareholder is attached in the Annex.

#### 4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors and the Substantial Shareholders of the Company as recorded in the register of Directors' shareholdings and the register of Substantial Shareholders of the Company respectively, are as follows:

	Direct interest		Deemed interest	
	Number of Shares	% of total issued Shares <sup>(1)</sup>	Number of Shares	% of total issued Shares <sup>(1)</sup>
<b>Directors</b>				
Mr Dan Broström	11,306,075	0.87	-	-
Dr Karl Lidgren	-	-	452,020,422 <sup>(2)</sup>	34.71
Mr Sin Boon Ann	900,000	0.07	-	-
Dr Christopher Atkinson	400,000 <sup>(3)</sup>	0.03	-	-
Ms Mae Heng	-	-	-	-
Mr John d'Abo	128,000 <sup>(4)</sup>	0.01	-	-
Dr Mathias Lidgren	7,000,000 <sup>(5)</sup>	0.54	-	-
<b>Substantial Shareholders</b>				
Limea Ltd.	452,020,422 <sup>(6)</sup>	34.71	-	-
Cresta Group Ltd.	-	-	452,020,422 <sup>(7)</sup>	34.71
Dr Karl Lidgren	-	-	452,020,422 <sup>(2)</sup>	34.71
Mr Hans Lidgren	-	-	452,020,422 <sup>(8)</sup>	34.71
Bevoy Investment Ltd	78,095,538 <sup>(9)</sup>	6.00	-	-
Mr Svein Kjellesvik	-	-	78,095,538 <sup>(10)</sup>	6.00

**Notes:**

- (1) Based on the Company's issued and paid-up share capital (excluding treasury shares) of 1,302,320,991 Shares as of the Latest Practicable Date.
- (2) Dr. Karl Lidgren, through Cresta Group Ltd., owns 50% of Limea Ltd. and is deemed interested in 452,020,422 Shares held by Limea Ltd.
- (3) The 400,000 Shares are held through HSBC (Singapore) Nominees Pte Ltd.
- (4) The 128,000 Shares are held through Raffles Nominees (Pte.) Limited.
- (5) The 7,000,000 Shares are held through Citibank N.A. Singapore.
- (6) The 452,020,422 Shares are held through UOB Kay Hian Pte. Ltd.
- (7) Cresta Group Ltd. owns 50% of Limea Ltd. and is deemed interested in 452,020,422 Shares held by Limea Ltd.
- (8) Mr. Hans Lidgren owns 50% of Limea Ltd. and is deemed interested in 452,020,422 Shares held by Limea Ltd.
- (9) The 78,095,538 Shares are held through UOB Kay Hian Pte. Ltd.
- (10) Mr. Svein Kjellesvik owns 100% of Bevoy Investment Ltd and is deemed interested in 78,095,538 Shares held by Bevoy Investment Ltd.

Save as disclosed in this Appendix, none of the Directors and Substantial Shareholders have any interest, direct or indirect, in the Proposed Change of Auditors, other than through their respective shareholdings in the Company.



## **5. AUDIT COMMITTEE'S RECOMMENDATION**

The AC has reviewed the Proposed Change of Auditors and recommended the appointment of Deloitte as the Auditors in place of KPMG, after taking into account the suitability and independence of Deloitte to meet the audit requirements of the Group, the various factors set out in Section 2 of this Appendix and compliance with the requirements of the Listing Manual.

## **6. DIRECTORS' RECOMMENDATION**

The Directors, having considered the rationale for the Proposed Change of Auditors and the recommendations of the AC, are of the view that the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Change of Auditors, as set out in the Notice of AGM.

## **7. ACTION TO BE TAKEN BY SHAREHOLDERS**

- 7.1. The 2023 AGM is being convened, and will be held by way of 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.
- 7.2. Shareholders should refer to the Notice of AGM, this Appendix and the accompanying Proxy Form which have been uploaded on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.rexih.com>, for further information, including the steps to be taken by Shareholders to participate at the 2023 AGM.
- 7.3. A Depositor shall not be regarded as a member of the Company entitled to attend and vote at the 2023 AGM unless his/her name appears on the Depository Register as at 72 hours before the time appointed for holding the 2023 AGM, as certified by the CDP to the Company.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

## **9. DOCUMENTS FOR INSPECTION**

9.1. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (i) the Constitution;
- (ii) the Annual Report;
- (iii) the professional clearance letter from KPMG; and
- (iv) the letter of consent to act as Auditors from Deloitte.

9.2. Shareholders who wish to inspect the above documents at the registered office of the Company are required to contact the Company to make an appointment in advance.

**BY ORDER OF THE BOARD OF**  
Rex International Holding Limited

Dan Broström  
Chairman and Executive Director

## ANNEX – NOTICE OF NOMINATION

23 March 2023

The Board of Directors  
Rex International Holding Limited  
80 Robinson Road  
#02-00  
Singapore 068898

Dear Sirs

### Notice of Nomination

Pursuant to the provisions of Section 205 of the Companies Act 1967, I, Dan Broström, in my capacity as a member of Rex International Holding Limited (the “**Company**”), hereby give notice of my nomination of Deloitte & Touche LLP of 6 Shenton Way, #33-00 OUE Downtown 2, Singapore 068809 for appointment as Auditors of the Company in place of the retiring Auditor, KPMG LLP of 12 Marina View #15-01 Asia Square Tower 2 Singapore 018961 at the forthcoming Annual General Meeting of the Company to be held on 28 April 2023 or at any adjournment thereof.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Dan Broström', with a long horizontal stroke extending to the right.

Dan Broström  
Member, Rex International Holding Limited

