
NOTICE OF EXTRAORDINARY GENERAL MEETING

REX INTERNATIONAL HOLDING LIMITED

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

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 9 February 2022 issued by the Company (the “Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Rex International Holding Limited (the “Company”) will be held by way of electronic means on Thursday, 3 March 2022 at 4.00 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

Shareholders should note that Resolutions 2, 3 and 4 as set out in this Notice are conditional upon the passing of Resolution 1 as a special resolution but not *vice versa*. This means that if Resolution 1 is not approved, all of Resolutions 2, 3 and 4 will not be duly approved as well.

RESOLUTION 1 (SPECIAL RESOLUTION)

THE PROPOSED TRANSFER OF LISTING OF THE COMPANY FROM THE CATALIST TO THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”)

THAT:

- (a) approval be and is hereby given for the Company to transfer its listing from the Catalist to the Mainboard of the SGX-ST (the “**Proposed Transfer**”); and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Transfer) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Transfer.

RESOLUTION 2 (ORDINARY RESOLUTION)

THE PROPOSED ADOPTION OF THE NEW SHARE ISSUE MANDATE

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) Resolution 6 (Authority to allot and issue shares) under the heading “**Special Business**” referred to in the notice of annual general meeting dated 25 March 2021, which was approved by Shareholders at the annual general meeting of the Company held on 23 April 2021, be revoked in its entirety with effect from the date of transfer of the listing of the Company from Catalist to the Mainboard of the SGX-ST;
- (b) pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Mainboard Rules of the SGX-ST (“**Mainboard Rules**”), the Directors of the Company be authorised and empowered to:
 - I. (a) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (b) 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; and/or
 - (c) notwithstanding that such authority conferred by this Resolution may have ceased to be in force at the time the Instruments are to be issued, issue additional Instruments arising from adjustments made to the number of Instruments

NOTICE OF EXTRAORDINARY GENERAL MEETING

previously issued in the event of rights, bonus or other capitalisation issues, provided that the adjustments do not give the holder a benefit that a shareholder does not receive,

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

- II. (notwithstanding that 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), shall not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (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 the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (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 (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Mainboard Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

adjustments in accordance with (i) and (ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time this Resolution is passed;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Mainboard Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

NOTICE OF EXTRAORDINARY GENERAL MEETING

RESOLUTION 3 (ORDINARY RESOLUTION)

THE PROPOSED AMENDMENTS TO THE REX INTERNATIONAL EMPLOYEE SHARE OPTION SCHEME

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) the Proposed Amendments to the Rex ESOS as set out in Appendix A to the Circular be and are hereby approved and adopted;
- (b) any Director be and is hereby authorised to offer and grant options in accordance with the provisions of the modified Rex ESOS Rules and allot and 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 under the modified Rex ESOS Rules; and
- (c) any Director be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

RESOLUTION 4 (ORDINARY RESOLUTION)

THE PROPOSED AMENDMENTS TO THE REX INTERNATIONAL PERFORMANCE SHARE PLAN

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) the Proposed Amendments to the Rex PSP as set out in Appendix B to the Circular be and are hereby approved and adopted;
- (b) any Director be and is hereby authorised to offer and grant awards in accordance with the provisions of the modified Rex PSP Rules and allot and 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 modified Rex PSP Rules; and
- (c) any Director be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD
REX INTERNATIONAL HOLDING LIMITED

Dan Broström
Executive Chairman

9 February 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Note:

1. All Directors and Shareholders who are eligible to participate in the Rex ESOS and Rex PSP, shall abstain from voting in respect of their holdings of Shares (if any) on the ordinary resolutions relating to the Proposed Amendments to the Rex ESOS and the Proposed Amendments to the Rex PSP, and shall also not be accepting any appointment as proxy, corporate representative or otherwise in respect of the said ordinary resolutions unless the Shareholder appointing them has given specific instructions in his proxy form as to the manner in which his votes are to be cast in respect of the said ordinary resolutions.

MEASURES TO MINIMISE THE RISK OF THE SPREAD OF COVID-19

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020) and the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated from time to time) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place (the “**Regulations**”), the following steps will be taken for the EGM of the Company to help minimise the risk of community spread of the virus. The EGM is being convened, and will be held, by way of electronic means. Shareholders will not be allowed to attend the EGM in person and no Shareholders or their corporate representatives will be admitted.

Appointment of Proxies

A Shareholder entitled to attend and vote at the EGM, who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967), is entitled to appoint one or two proxies to attend and vote in his/her/its stead. Where a Shareholder appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A Shareholder who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of the Shareholder, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints more than one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this paragraph. The appointments shall be invalid unless the Shareholder specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Shareholders may also vote at the EGM by appointing the Chairman of the EGM as his/her/its proxy to vote on their behalf.

The proxy form must be submitted in the following manner:

- (a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898; or
- (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at sg.is.proxy@sg.tricorglobal.com; or
- (c) through the registration website accessible via <https://www.rexih.com> in electronic form,

NOTICE OF EXTRAORDINARY GENERAL MEETING

in each case, by no later than 4.00 p.m. on 1 March 2022, being not less than 48 hours before the time appointed for holding the EGM and in default the instrument of proxy shall not be treated as valid.

A Shareholder who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting in any manner provided above. The proxy form can be downloaded from SGXNet or the Company's website at <https://www.rexih.com>. **Shareholders are strongly encouraged to submit completed proxy forms electronically via email or through the registration website accessible via <https://www.rexih.com>.**

In the case of Shareholders whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such Shareholders are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

Registration for the EGM

Shareholders, Proxyholders and CPF and SRS investors attending the electronic EGM by way of Live Webcast or audio-only feed via telephone will be able to observe and/or listen to the EGM proceedings via their mobile phones, tablets or computers.

All Shareholders and CPF and SRS investors who wish to attend the live EGM are required to register via the registration website accessible via <https://www.rexih.com> for verification purposes by 4.00 p.m. on Monday, 28 February 2022.

Shareholders who are appointing Proxyholder(s) to attend the live EGM should register his/her Proxyholder(s) via the registration website accessible via <https://www.rexih.com> by 4.00 p.m. on Monday, 28 February 2022, being 72 hours before the time fixed for the EGM, failing which the appointment shall be invalid.

Following verification by the Company, authenticated Shareholders, Proxyholders and CPF and SRS investors will be provided with the Confirmation Email for the EGM via the e-mail address provided during registration or as indicated in the Proxy Form to attend the EGM.

Shareholders, Proxyholders and CPF and SRS investors who have registered by the deadline of 4.00 p.m. on Monday, 28 February 2022 but have not received the Confirmation Email by 4.00 p.m. on Wednesday, 2 March 2022 should immediately contact the Company at rex-egm@ryt-poll.com or at +65 6329 2745 (during office hours, and no later than 3.00 p.m. on 3 March 2022).

Submission of questions in advance of, or live at the EGM

Shareholders, Proxyholders and CPF and SRS investors who wish to ask questions should do so in the following manner:

- (a) if attending the Live Webcast (and not the audio-only feed via telephone), Shareholders, Proxyholders and CPF and SRS investors will be able to ask questions at the EGM by submitting text-based questions via the Live Webcast by clicking on "Ask Question", followed by "Type Your Question" and selecting a resolution to enter the text-based question; or
- (b) by submitting questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM.

Shareholders, Proxyholders and CPF and SRS investors are encouraged to submit questions related to the resolutions in advance of EGM, which must be submitted in the following manner by 5.00 p.m. on 21 February 2022:

- (i) by post to 1 George Street, #14-01, Singapore 049145, attention to Rex EGM; or
- (ii) via email to the Company at info@rexih.com; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

(iii) via the registration form accessible via <https://www.rexih.com>.

Shareholders, Proxyholders and CPF and SRS investors who submit questions via email must provide the following information for authentication:

1. the Shareholder's full name;
2. the Shareholder's address; and
3. the manner in which the Shareholder holds Shares in the Company (e.g., via CDP, CPF or SRS).

All substantive and relevant questions related to the resolutions to be tabled for approval at the EGM will be addressed and published by 25 February 2022 via SGXNet and at the Company's website at <https://www.rexih.com>. This is to allow Shareholders sufficient time and opportunity to consider the Company's response before the deadline for the submission of proxy forms, which is 4.00 p.m. on 1 March 2022. Substantive and relevant questions which are submitted after 5.00 p.m. on 21 February 2022 will be consolidated and addressed at the EGM.

Voting

Live voting will be conducted during the EGM for Shareholders and Proxyholders attending the Live Webcast (and not the audio-only feed via telephone). It is important for Shareholders and Proxyholders to have their web-browser enabled devices ready for voting during the Live Webcast.

Shareholders and Proxyholders will be required to log-in via the email address provided during registration or as indicated in the Proxy Form.

- (a) Live voting: Shareholders and Proxyholders attending the Live Webcast may cast their votes in real time for each resolution to be tabled via the Live Webcast through the login credentials provided in the Confirmation Email. Shareholders and Proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxyholders must have a web-browser enabled device in order to cast their vote.
- (b) Pre-casting of votes: Shareholders and Proxyholders may log into the URL provided in the Confirmation Email and pre-cast their votes in advance of the meeting.
- (c) Voting via appointing the Chairman of the EGM as Proxy: As an alternative to the above, Shareholders may also vote at the EGM by appointing the Chairman of the EGM as his/her/its proxy to vote on their behalf. Please refer to "Appointment of Proxies" above for the manner of submission.

Relevant intermediaries

Persons who hold Shares through relevant intermediaries, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through the Live Webcast and/or audio-only feed via telephone; (b) submitting questions in advance of the EGM; (c) submitting questions during the EGM; and/or (d) voting at the EGM, should contact the relevant intermediary through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF and SRS investors:

- (a) may vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact 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 EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Tuesday, 22 February 2022, being seven working days before the date of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Further information

A proxy need not be a Shareholder. The Chairman of the EGM, as proxy, need not be a Shareholder.

Printed copies of the Circular, this Notice of EGM and the proxy form (collectively, the “**Documents**”) will not be sent to Shareholders. Instead, the Documents will be published electronically on the Company’s website at the URL <https://investor.rexih.com> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be appropriate at the EGM, including any precautionary measures as may be required or recommended by government agencies or the Singapore Exchange Regulation from time to time, at short notice. Shareholders are advised to regularly check the Company’s website at the URL <https://investor.rexih.com> or announcements released on SGXNet for updates on the EGM.

Shareholders are reminded not to congregate to watch the Live Webcast or listen to the EGM proceedings and ensure that safe distancing measures are practised and the Regulations and all government advisories are adhered to. The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.

PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof or (b) submitting any question prior to the EGM or (c) submitting the registration form in accordance with this Notice, a Shareholder (i) agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her/its breach of warranty; and (ii) consents to the collection, use and disclosure of the Shareholder’s and/or the proxy’s/proxies’ personal data by the Company (or its agents or service providers) for the purposes of (collectively, the “**Purposes**”):

- I. the processing and administration by the Company (or its agents or service providers) of proxy forms for the EGM (including any adjournment thereof);
- II. processing the registration forms for purposes of granting access to Shareholders for the Live Webcast or via telephone and providing viewers with any technical assistance, where necessary;
- III. addressing selected substantive questions from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- IV. the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.