

REX INTERNATIONAL HOLDING LIMITED

(Company Number: 201301242M)

(Incorporated in the Republic of Singapore)

CHANGES TO COMPOSITION OF THE BOARD OF DIRECTORS AND BOARD COMMITTEES

The Board of Directors (the “**Board**”) of Rex International Holding Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the announcements made by the Company on 1 August 2023 pursuant to Rule 704(7)(a) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Listing Manual**”), containing the information required under the Appendix 7.4.1 of the Listing Manual in respect of the following appointments:

APPOINTMENT OF DIRECTORS

Ms Beverley Smith has been appointed as an Independent Non-Executive Director of the Company with effect from 1 August 2023.

Mr Pong Chen Yih has been appointed as an Independent Non-Executive Director of the Company with effect from 1 August 2023. Following his appointment to the Board, Mr Pong will be appointed as a member of the Nominating Committee.

REDESIGNATION OF DIRECTOR AND CHANGES TO THE BOARD AND BOARD COMMITTEES

The following redesignations take effect from 1 August 2023:

1. Mr John d’Abo has been redesignated from Independent Non-Executive Director to Executive Vice Chairman. Following the redesignation of Mr d’Abo, he will cease to be a member of the Nominating Committee and the Remuneration Committee; and
2. Ms Mae Heng will be appointed as a member of the Remuneration Committee.

Consequential to the above appointments and redesignations, the composition of the Board and each of the Board Committees of the Company are as follows:

DIRECTORS

Dan Broström, Executive Chairman
John d’Abo, Executive Vice Chairman
Dr Karl Lidgren, Executive Director
Sin Boon Ann, Lead Independent Director
Dr Christopher Atkinson, Independent Director
Mae Heng, Independent Director
Dr Mathias Lidgren, Non-Independent Non-Executive Director
Beverley Smith, Independent Director
Pong Chen Yih, Independent Director

BOARD COMMITTEES

Nominating Committee

Sin Boon Ann, Chairman
Dr Karl Lidgren
Dr Mathias Lidgren
Pong Chen Yih

The composition of the Nominating Committee (the “**NC**”) deviates from the Code of Corporate Governance 2018 (the “**Code**”), which requires the majority of the NC members to be independent. The NC and the Board have taken note of this requirement and are considering making arrangements to reconstitute the NC composition to comply with the Code’s requirements as and when appropriate. Nevertheless, the Board has decided to constitute the NC (with only half of such members being independent) to include directors who are familiar with the business and operations of the Group, and will be able to share from their experience in the international arena, perspectives and best practices on human resource management and board succession planning. The Board notes that the NC is able to effectively discharge its duties and responsibilities and exercise objective judgement on the NC’s affairs independently and constructively challenge key decisions and report to the Board in all respects. Taking into account the foregoing, and that the Company is in compliance with the remaining provisions under Principle 4 of the Code, the Board is of the view that the Company complies with Principle 4 of the Code.

Remuneration Committee

Sin Boon Ann, Chairman
Dan Broström
Mae Heng

The Remuneration Committee (the “**RC**”) comprises three members, of which a majority, including the chairman of the RC, are independent. The RC does not comprise solely of Non-Executive Directors with Mr Dan Broström, the Executive Chairman, as a member of the RC. Taking into account that the Executive Chairman would be able to provide relevant input and guidance to the RC, given his familiarity with the Group’s activities as well as industry and market practices (including remuneration packages which are in line with the current market standards and commensurate with the respective job scope and responsibilities of executives) in jurisdictions where the Group operates, the NC had recommended his appointment to the Board. The Board opined that as the RC continued to have majority representation of independent directors, the independent directors collectively, would have the decisive vote in relation to executive remuneration matters. Furthermore, retaining an RC member who is in an executive position will not lead to a conflict of interest or impede the independence of the RC as no director or member of the RC is allowed to participate in the deliberation, and has to abstain from voting on any resolution, relating to his own remuneration or that of employees related to him. Based on the foregoing, the Board had approved Mr Dan Broström’s appointment as a member of the RC.

Audit Committee

Mae Heng, Chairperson
Sin Boon Ann
Dan Broström

The Company has established the Audit Committee (the “**AC**”) comprising three members, the majority of whom, including the Chairman of the AC, are independent.

However, not all of the members of the AC are Non-Executive Directors. Mr Dan Broström, the Executive Chairman, is a member of the AC. Taking into account that he would be able to provide relevant input and guidance to the AC, given his familiarity with the Group’s activities as well as industry and market practices in jurisdictions where the Group operates, the NC had recommended his appointment to the Board. The Board had then approved his appointment as a member of the AC. Further, the Board is of the opinion that the AC continues to have majority representation of independent directors, and the independent directors collectively, would have the decisive vote in relation to proposals made by the management of the Company (the “**Management**”). The AC (excluding Mr Dan Broström) meets with the external and internal auditors without the presence of Management at least once a year, to, *inter alia*, ascertain if there are any material weaknesses or control deficiency in the Group’s financial reporting and operational systems. Mr Dan Broström, being an Executive Director, has been excluded from the aforesaid meetings to ensure that the AC remains a platform for external and internal auditors to provide their independent opinions without the influence of Management. This arrangement is essential to ensure that the presence of an Executive Director on the AC will not lead to any conflict of interest or impede the independence of the AC.

The remaining members of the AC are Independent Non-Executive Directors who do not have any management and business relationships with the Company or any substantial shareholder of the Company. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

BY ORDER OF THE BOARD OF
Rex International Holding Limited

Dan Broström
Executive Chairman

1 August 2023