

**REX INTERNATIONAL HOLDING LIMITED**  
(Company Number: 201301242M)  
(Incorporated in the Republic of Singapore)

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**NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Rex International Holding Limited (the “Company”) will be held by way of electronic means on Friday, 23 April 2021 at 3.00 p.m. (Singapore time) (the “AGM”), for the following purposes:

**Ordinary Business**

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$602,115/- for the financial year ending 31 December 2021 (FY2020: S\$590,308/-), payable quarterly in arrears. **Resolution 2**  
  
(See Explanatory Note 1)
3. To re-elect Mr Dan Broström who is retiring pursuant to Regulation 93 of the Company’s Constitution. **Resolution 3**  
  
(See Explanatory Note 2)
4. To re-elect Mr Sin Boon Ann who is retiring pursuant to Regulation 93 of the Company’s Constitution. **Resolution 4**  
  
(See Explanatory Note 3)
5. To re-appoint KPMG LLP as the Company’s auditors for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. **Resolution 5**

## Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without any modifications:

6. Authority to allot and issue shares

**Resolution 6**

“THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Rules Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist 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 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 100% 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 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) or such other

limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed;

- (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 subparagraph (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 Catalist 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 Catalist 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."

(See Explanatory Note 4)

7. Authority to allot and issue Shares under the Rex International Employee Share Option Scheme ("**Share Option Scheme**")

**Resolution 7**

"THAT pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of options, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Share Option Scheme, when added to the number of Shares issued and issuable in respect of

all options granted under the Share Option Scheme, and including the Rex PSP (as defined herein), and any other share option schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date of the relevant grant of an option under the Share Option Scheme. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

(See Explanatory Note 5)

8. Authority to allot and issue Shares under the Rex International Performance Share Plan (“**Rex PSP**”)

**Resolution 8**

“THAT pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the awards granted under the Rex PSP, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Rex PSP, and where applicable, the total number of existing Shares which may be purchased from the market for delivery pursuant to the awards granted under the Rex PSP, when added to the number of Shares issued and issuable in respect of all awards granted under the Rex PSP, and including the Share Option Scheme and any other share option schemes of the Company, shall not exceed 15% of the total issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date of grant of the relevant awards under the Rex PSP. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

(See Explanatory Note 6)

9. To transact any other business as may properly be transacted at an annual general meeting of the Company.

By Order of the Board

Kong Wei Fung  
Company Secretary

Singapore  
25 March 2021

**EXPLANATORY NOTES:**

- (1) Resolution 2, if passed, will facilitate the payment of Directors' fees of S\$602,115/- for the financial year ending 31 December 2021 on a quarterly basis in arrears. The amount of Directors' fees is computed based on the anticipated number of Board and Board Committee meetings for the financial year ending 31 December 2021, including attendances and the positions held by the Non-Executive Directors in various board committees, and assuming that all Non-Executive Directors will hold office for the full financial year. In the event the amount of Directors' fees proposed is insufficient, for example, in the event of unscheduled Board meetings or enlarged board sizes, approval will be sought at next year's annual general meeting for additional fees before payments are made to Directors to meet the shortfall.
- (2) Mr Dan Broström will, upon re-election as a Director of the Company, remain as Executive Chairman of the Company, and member of the Audit and Remuneration Committees.
- (3) Mr Sin Boon Ann will, upon re-election as a Director of the Company, remain as Lead Independent Non-Executive Director of the Company, Chairman of the Nominating and Remuneration Committees and member of Audit Committee. The Board of Directors considers him to be independent for the purpose of Rule 704(7) of the Catalyst Rules.

Further information of the retiring directors can be found under "Board of Directors" and "Corporate Governance Report" sections of the Company's Annual Report.

- (4) Resolution 6, if passed, will empower the Directors, from the date of the AGM 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 such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into shares and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors of the Company may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this Resolution) other than on a pro-rata basis to all shareholders, the aggregate number of shares shall not exceed 50% of 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.
- (5) Resolution 7, if passed, will empower the Directors, from the date of the AGM 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 such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares pursuant to the exercise of Options granted or to be granted under the Share Option Scheme and such other share-based incentive scheme or share plan up to a number not exceeding, in total, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date of the relevant grant.
- (6) Resolution 8, if passed, will empower the Directors, from the date of the AGM 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 such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares pursuant to the vesting of awards under the Rex PSP and such other share-based incentive scheme or share plan (including the total number of existing Shares which may be purchased from the market for delivery pursuant to the awards granted) up to a number not exceeding, in total, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date of the relevant grant.

## 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 AGM of the Company to help minimise the risk of community spread of the virus:

1. The AGM is being convened, and will be held, by way of electronic means. The Company will be restricting attendance in-person at the venue of the AGM. No shareholders or their corporate representatives will be admitted.
2. Printed copies of the annual report of the Company, this Notice of AGM and the proxy form (collectively, the “**Documents**”) will not be sent to members. Instead, the Documents will be sent to members by electronic means via publication 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>.
3. The proceedings of the AGM will be broadcast ‘live’ through an audio-and-video webcast (the “**Live Webcast**”) and an audio-only feed via telephone. Members and investors holding shares in the Company through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (collectively, the “**CPF/SRS investors**”) who wish to follow the proceedings through the Live Webcast or via telephone must pre-register at the URL <https://www.rexih.com/> no later than 3.00 p.m. on 20 April 2021 (“**Registration Cut-Off Time**”) by completing the pre-registration form for the Company to authenticate your shareholder status. Further details on registration of participation in the AGM via the Live Webcast or via telephone can be found at the Company’s website at <https://www.rexih.com/> or Shareholders may contact the Company at [info@rexih.com](mailto:info@rexih.com). Shareholders will be able to access the Company’s annual report and proxy form on SGXNet or at the Company’s website, <https://investor.rexih.com/ar.html>. Following verification, an email containing instructions on how to access the Live Webcast and via telephone of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors. Members and CPF/SRS investors who do not receive any email response by 3.00 p.m. on 21 April 2021, but have registered by the Registration Cut-Off Time, should contact the Company via email at [ir@rexih.com](mailto:ir@rexih.com) or at +65 6557 2477 (between 9 a.m. to 6 p.m. by 22 April 2021) for assistance.
4. Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (“**Investors**”) (other than CPF/SRS investors) will not be able to pre-register at the URL <https://www.rexih.com/> for the Live Webcast or participation via telephone for the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the AGM via the Live Webcast or via telephone should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to the Company’s Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) no later than 3.00 p.m. on 20 April 2021.
5. Shareholders are reminded not to congregate to watch the ‘live’ webcast or listen to the AGM proceedings and ensure that safe distancing measures are practised and the Regulations and all government advisories are adhered to.

6. **A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) will have to submit the proxy form in accordance with the instructions set out in such proxy form and appoint the Chairman of the AGM as their proxy. All votes in the AGM will be taken on poll.**
7. The Chairman of the AGM, as proxy, need not be a member of the Company.
8. The instrument appointing the Chairman of the AGM as proxy may be accessed 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>. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
9. The instrument appointing the Chairman of the AGM as proxy is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 14 April 2021, being seven working days before the date of the AGM.
10. The instrument appointing the Chairman of the AGM as proxy 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](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case, by no later than 3.00 p.m. on 21 April 2021, being not less than 48 hours before the time appointed for holding the AGM and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or sending it by email to the email address provided above. **Members are strongly encouraged to submit completed proxy forms electronically via email.**

11. The instrument appointing the Chairman of the AGM as proxy must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an attorney or a duly authorised officer or in such manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.
12. Where the instrument appointing the Chairman of the AGM as proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the Chairman of AGM as proxy, failing which the instrument may be treated as invalid.
13. In the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such members 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 AGM as certified by The Central Depository (Pte) Limited to the Company.

14. Members and Investors will not be able to ask questions during the Live Webcast or via telephone. All members and CPF/SRS investors may submit questions relating to the business of the AGM no later than 3.00 p.m. on 20 April 2021:

- (a) via the URL <https://www.rexih.com/>; or
- (b) by email to the Company at [info@rexih.com](mailto:info@rexih.com); or
- (c) by mail to 1 George Street, #14-01, Singapore 049145, Attention to REX AGM.

The Company will endeavour to answer all substantial and relevant questions prior to, or at, the AGM. Investors (other than CPF/SRS investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.

15. 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 AGM, 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. Members 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 AGM.

16. 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 the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof or (b) submitting any question prior to the AGM or (c) submitting the pre-registration form in accordance with this Notice, a member of the Company (i) 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; and (ii) consents to the collection, use and disclosure of the member's 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 appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- ii. processing the pre-registration forms for purposes of granting access to members for the Live Webcast or via telephone and providing viewers with any technical assistance, where necessary;
- iii. addressing selected substantive questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- iv. the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.