

NOTICE OF ANNUAL GENERAL MEETING

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, 28 April 2023 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 2022 together with the Auditors’ Report thereon. **Resolution 1**
2. To declare a tax exempt (one-tier) final dividend of 0.5 Singapore cents per ordinary share for the financial year ended 31 December 2022. **Resolution 2**
3. To approve the payment of Directors’ fees of S\$807,433/- for the financial year ending 31 December 2023 (FY2022: S\$621,383/-), payable quarterly in arrears.
(See Explanatory Note 1) **Resolution 3**
4. To approve the payment of additional Directors’ fees of S\$95,830/- for the financial year ended 31 December 2022.
(See Explanatory Note 2) **Resolution 4**
5. To approve the payment of additional remuneration of S\$675,000/- to non-executive directors for the financial year ended 31 December 2022.
(See Explanatory Note 3) **Resolution 5**
6. To re-elect Mr Dan Broström who is retiring by rotation pursuant to Regulation 93 of the Company’s Constitution.
(See Explanatory Note 4) **Resolution 6**
7. To re-elect Mr Sin Boon Ann who is retiring by rotation pursuant to Regulation 93 of the Company’s Constitution.
(See Explanatory Note 5) **Resolution 7**
8. To re-elect Ms Heng Su-Ling Mae who is retiring pursuant to Regulation 99 of the Company’s Constitution.
(See Explanatory Note 6) **Resolution 8**
9. To re-elect Mr John Gerard Nicholas d’Abo who is retiring pursuant to Regulation 99 of the Company’s Constitution.
(See Explanatory Note 7) **Resolution 9**
10. To re-elect Dr Mathias Lars Ove Lidgren who is retiring pursuant to Regulation 99 of the Company’s Constitution.
(See Explanatory Note 8) **Resolution 10**
11. To appoint Deloitte & Touche LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix their remuneration.
(See Explanatory Note 9) **Resolution 11**

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Special Business

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

12. Authority to allot and issue shares

Resolution 12

“THAT pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Manual**”), 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 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);

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(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 Listing Manual; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

adjustments in accordance with (b)(i) and (b)(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 Listing Manual 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 10)

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13. Authority to allot and issue Shares under the Rex International Employee Share Option Scheme (“Share Option Scheme”) **Resolution 13**

“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, 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 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 11)

14. Authority to allot and issue Shares under the Rex International Performance Share Plan (“Rex PSP”) **Resolution 14**

“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 number of 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 12)

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15. Proposed Renewal of the Share Buyback Mandate

Resolution 15

“THAT,

- (a) for the purposes of the Companies Act and the Listing Manual, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the share capital of the Company (“**Shares**”) not exceeding, in aggregate, the Maximum Limit (as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:
- (i) on-market purchases (“**Market Purchases**”), transacted on the SGX-ST through the SGX-ST’s trading system or, as the case may be, any other stock exchange on which the Shares may, for the time being, be listed and quoted through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchases**”) in accordance with an equal access scheme(s), which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Listing Manual, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) unless varied or revoked by the shareholders of the Company (“**Shareholders**”) in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors, at any time and from time to time, during the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting is held or is required by law to be held; or
 - (ii) the date on which the purchases or acquisitions of Shares are carried out to the full extent of the Share Buyback Mandate; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting,

(the “**Relevant Period**”);

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(c) in this Resolution:

“Maximum Limit” means the number of Shares representing not more than 10% of the issued ordinary shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of this Resolution at which the Share Buyback Mandate is approved, unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding treasury shares and subsidiary holdings that may be held by the Company from time to time);

“Maximum Price” to be paid for the Shares to be purchased or acquired by the Company must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Market Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Market Price,

in either case, excluding related expenses of the purchase or the acquisition (such as brokerage, stamp duties, commission, applicable goods and services tax);

“Average Closing Market Price” means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of the Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases or acquisition are made;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“Market Day” means a day on which the SGX-ST is open for trading in securities.

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to this Resolution.

(See Explanatory Note 13)

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

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NOTICE OF RECORD AND PAYMENT DATES FOR THE FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the shareholders' approval for the proposed tax exempt (one-tier) final dividend of 0.5 Singapore cents per ordinary share for the financial year ended 31 December 2022 ("**Final Dividend**") at this AGM, the Share Transfer Books and the Register of Members of the Company will be closed on 9 May 2023 at 5.00 p.m., for the purposes of determining shareholders' entitlements to the Final Dividend. Duly completed transfers of shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #11-02, Singapore 068898, up to 5.00 p.m. on 9 May 2023 will be registered to determine shareholders' entitlement to the Final Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 9 May 2023 will be entitled to the Final Dividend. The Final Dividend, if approved at this AGM will be paid on 24 May 2023.

By Order of the Board

Kong Wei Fung
Company Secretary

Singapore
30 March 2023

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EXPLANATORY NOTES:

- (1) Resolution 3, if passed, will facilitate the payment of Directors' fees of S\$807,433/- for the financial year ending 31 December 2023 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 2023, 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) The shareholders of the Company had approved the payment of Directors' fees of S\$621,383/- for the financial year ended 31 December 2022 at the annual general meeting of the Company held on 29 April 2022. The additional Directors' fees of S\$95,830/- are payable to all Directors due to insufficient approved Directors' fees as a result of the enlarged board size.
 - (3) The additional remuneration of S\$675,000/- is a performance bonus for the financial year ended 31 December 2022 and is made pursuant to the achievement of the performance targets, set and approved by the Remuneration Committee and the Board. Resolution 5 if passed, each Non-Executive Director, Mr Sin Boon Ann, Dr Christopher Atkinson, Ms Mae Heng, Mr John d'Abo and Dr Mathias Lidgren, will be paid an equal amount of S\$135,000 in 2023.
 - (4) 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. The Board of Directors considers him to be non-independent for the purpose of Rule 704(8) of the Listing Manual.
 - (5) 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(8) of the Listing Manual.
 - (6) Ms Mae Heng will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director of the Company and Chairperson of the Audit Committee. The Board of Directors considers her to be independent for the purpose of Rule 704(8) of the Listing Manual.
 - (7) Mr John d'Abo will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director of the Company, and member of the Remuneration and Nominating Committees.
 - (8) Dr Mathias Lidgren will, upon re-election as a Director of the Company, remain as Non-Independent Non-Executive Director of the Company and member of the Nominating Committee.
- Further information of the retiring directors can be found under "Board of Directors" and "Corporate Governance Report" sections of the Company's Annual Report.
- (9) Resolution 11 is to approve the appointment of Deloitte & Touche LLP ("**Deloitte**") as the external auditor of the Company for the financial year ending 31 December 2023 in place of KPMG LLP ("**KPMG**") (the "**Proposed Change of Auditors**") and to authorise the Directors to fix their remuneration. Please refer to the appendix to this Notice of AGM dated 30 March 2023 which sets out, among others, information on and the specific reasons for the Proposed Change of Auditors (the "**Change of Auditors Appendix**").

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In accordance with the requirements of 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 of the Change of Auditors Appendix; 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.
- (10) Resolution 12, 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 50% 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 20% 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.
- (11) Resolution 13, 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 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 options 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.
- (12) Resolution 14, 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.

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- (13) Resolution 15, if passed, will empower the Directors, from the date of the AGM up to the earliest of (a) the date on which the next annual general meeting of the Company is held or is required by law to be held; (b) the date on which the purchases or acquisitions of Shares are carried out to the full extent of the Share Buyback Mandate; or (c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting, to purchase or otherwise acquire Shares by way of Market Purchase or Off-Market Purchase not exceeding, in aggregate, the Maximum Limit and at such price(s) as may be determined by the Directors from time to time up to the Maximum Price. Information relating to Resolution 15 is set out in the appendix dated 30 March 2023 ("**Share Buyback Appendix**"). All capitalised terms used in Resolution 15 which are not defined therein shall have the same meanings ascribed to them in the Share Buyback Appendix, unless otherwise defined herein or where the context otherwise requires.

Notes:

The AGM is being convened, and will be held, by way of electronic means pursuant to 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 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 (the "**Regulations**"). Shareholders will not be allowed to attend the AGM in person and no Shareholder or their corporate representative(s) will be admitted to the AGM.

Appointment of Proxies

A Shareholder entitled to attend and vote at the AGM, 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 Shareholder must specify the proportion of shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of his/her/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.

A Shareholder who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than two proxies 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 two proxies, 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 shareholdings (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 AGM by appointing the Chairman of the AGM 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, via lodgement 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, 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,

in each case, no later than 3.00 p.m. on Wednesday, 26 April 2023, being not less than 48 hours before the time fixed for holding the AGM and in default, the instrument of proxy shall not be treated as valid.

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A Shareholder who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it 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 fixed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Registration for the AGM

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

All Shareholders and CPF and SRS investors who wish to attend the live AGM are required to register via the registration website accessible via <https://www.rexih.com> for verification purposes by 3.00 p.m. on Tuesday, 25 April 2023.

Shareholders who are appointing Proxyholder(s) to attend the live AGM should register his/her/its Proxyholder(s) via the registration website accessible via <https://www.rexih.com> by 3.00 p.m. on Tuesday, 25 April 2023, being 72 hours before the time fixed for the AGM, 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 AGM via their respective e-mail addresses provided during registration or as indicated in their respective Proxy Forms to attend the AGM.

Shareholders, Proxyholders and CPF and SRS investors who have registered by the deadline of 3.00 p.m. on Tuesday, 25 April 2023 but have not received the Confirmation Email by 3.00 p.m. on Thursday, 27 April 2023 should immediately contact the Company at rex-agm@ryt-poll.com / info@rexih.com or at +65 6329 2745 (during office hours, and in any event, no later than 2.00 p.m. on Friday, 28 April 2023), for assistance.

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

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 AGM by submitting text-based questions via the Live Webcast by clicking on the "Ask Question" feature, followed by "Type Your Question" and thereafter, selecting a resolution to enter the text-based question; or
- (b) by submitting questions to the Chairman of the AGM related to the resolution(s) to be tabled for approval at the AGM, in advance of the AGM.

Shareholders, Proxyholders and CPF and SRS investors are encouraged to submit questions related to the resolution(s) in advance of the AGM, in the following manner only by 5.00 p.m. on Tuesday, 18 April 2023:

- (i) via the registration form accessible via <https://www.rexih.com>; or
- (ii) via email to the Company at info@rexih.com; or
- (iii) by post to 1 George Street, #14-01, Singapore 049145, attention to Rex AGM.

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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 AGM received by the submission deadline, 18 April 2023, will be addressed and published by 21 April 2023 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 responses before the deadline for the submission of proxy forms, which is 3.00 p.m. on 26 April 2023. Any subsequent clarification sought, or substantive and relevant questions which are submitted after 5.00 p.m. on 18 April 2023 will be consolidated and addressed at the AGM.

Voting

Live voting will be conducted during the AGM 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 their respective email addresses provided during registration or as indicated in their respective Proxy Forms.

- (a) Live voting: Shareholders and Proxyholders attending the Live Webcast (and not the audio-only feed via telephone) may cast their votes in real time via the live voting feature in the Live Webcast for each resolution to be tabled through the login credentials provided in their respective Confirmation Emails. Shareholders and Proxyholders must have a web-browser enabled device in order to cast their votes.
- (b) Pre-casting of votes: Shareholders and Proxyholders may log into the URL provided in their respective Confirmation Emails and pre-cast their votes in advance of the meeting.
- (c) Voting via appointing the Chairman of the AGM as Proxy: As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman of the AGM 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 AGM by (a) observing and/or listening to the AGM proceedings through the Live Webcast and/or audio-only feed via telephone; (b) submitting questions in advance of the AGM; (c) submitting questions during the AGM; and/or (d) voting at the AGM, 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 AGM.

In addition, CPF and SRS investors:

- (a) may vote live via electronic means at the AGM 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 AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Wednesday, 19 April 2023, being seven working days before the date of the AGM.

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Further information

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

Printed copies of the appendices, this Notice of AGM 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>.

The Company 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. Shareholders are advised to regularly check the Company’s website at <https://investor.rexih.com> or announcements released on SGXNet for updates on the AGM.

PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing a proxy(ies) and/or representative(s) 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 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:

- I. processing and administering the proxy forms for the AGM (including any adjournment thereof);
- II. processing the registration forms for the purposes of granting access to Shareholders for the Live Webcast or live audio-only feed via telephone, and providing viewers with any technical assistance, where necessary;
- III. addressing selected substantive questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- IV. preparing and compiling 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.