

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the Circular dated 25 March 2021 issued by the Company ("**Circular**").*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of Rex International Holding Limited will be held by way of electronic means on Friday, 23 April 2021 at 3.30 p.m. (Singapore time) (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 3.00 p.m. on the same day) for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution:

ORDINARY RESOLUTION: PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

THAT,

- (a) for the purposes of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") and Section B of the listing manual of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued 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 Catalist Rules,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules, 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 Shareholders in a general meeting.
- (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) as at the date of this Resolution at which the Share Buyback Mandate is approved unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, 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 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 (such as brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) of the purchase;

"Average Closing Market Price" means the average of the closing market prices of a Share over the last five 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 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.

By Order of the Board

Kong Wei Fung
Company Secretary

Singapore
25 March 2021

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:

1. The EGM 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 EGM. No shareholders or their corporate representatives will be admitted.
2. Printed copies of the Circular, this Notice of EGM 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 EGM 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 3.30 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 EGM 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. Shareholders will be able to access the Company’s Circular 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 EGM will be sent to authenticated members and CPF/SRS investors. Members and CPF/SRS investors who do not receive any email response by 3.30 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 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 EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the EGM 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 no later than 3.30 p.m. on 20 April 2021.

5. 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.
6. **A member will also not be able to vote online on the resolution to be tabled for approval at the EGM. 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 EGM as their proxy. All votes in the EGM will be taken on poll.**
7. The Chairman of the EGM, as proxy, need not be a member of the Company.
8. The instrument appointing the Chairman of the EGM 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 EGM 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 EGM as proxy for that resolution will be treated as invalid.
9. The instrument appointing the Chairman of the EGM 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 EGM 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 EGM.
10. The instrument appointing the Chairman of the EGM 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,

in either case, by no later than 3.30 p.m. on 21 April 2021, 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 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM no later than 3.30 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; or
 - (c) by mail to 1 George Street, #14-01, Singapore 049145, Attention to REX EGM.

The Company will endeavour to answer all substantial and relevant questions prior to, or at, the EGM. Investors (other than CPF/SRS investors) will not be able to submit questions relating to the business of the EGM 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 EGM.

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 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. 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 EGM.
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 EGM 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 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 EGM as proxy for the EGM (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 EGM 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 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.