

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

REX TO INCREASE ITS INTEREST IN SUBSIDIARY LIME PETROLEUM HOLDING AS

1. INTRODUCTION

The board of directors (the “**Board**”) of Rex International Holding Limited (the “**Company**” or “**Rex**” and together with its subsidiaries, the “**Group**”) wishes to announce that its wholly-owned subsidiary, Rex International Investments Pte. Ltd. (“**RII**”) and its indirect wholly-owned subsidiary, Rex Technology Investments Pte Ltd (“**RTI**”), have signed a share swap agreement with Monarch Marine Holding Ltd (“**MMH**”) (“**Agreement**”), under which RII will acquire a total of 9.6% of the shares of Lime Petroleum Holding AS (“**LPH**”) from MMH, in consideration of RTI transferring 40% of the shares in Xer Tech AB (“**Xer Sweden**”) owned by RTI as at the date of transfer (“**Consideration**”) to MMH or its nominee (the “**Transaction**”).

LPH is a joint venture company incorporated under the laws of Norway and is the holding company of the Rex Group’s Norway, Germany and West African subsidiaries, including Lime Petroleum AS, Lime Resources Germany GmbH and Akrake Petroleum Benin S.A.. The current shareholders of LPH are RII at 80.14%, MMH at 14.11%, Schroder & Co Banque S.A. at 4.30% and Peter M. Steimler at 1.45%.

Upon the completion of the transfers of the LPH shares (“**LPH Transfer**”), the shareholders of LPH will be as follows:

LPH: RII: 89.74%, MMH: 4.51%, Schroder & Co Banque S.A.: 4.30%; Peter M. Steimler: 1.45%

Xer Sweden is wholly-owned by RTI and was acquired in 3Q2025 with a paid-up capital of SEK500,000 (approximately US\$53,367), from a shelf company provider in Sweden for the sole purpose of holding the Group’s drone business assets. Xer Sweden owns 100% of Xer Technologies AG (“**Xer AG**”). The Xer group is in the business of developing its own durable, long-range multirotor drones.

The Transaction is subject to the fulfilment of various customary conditions precedent such as approvals from the respective directors and shareholders being obtained by RTI, RII and (if required) the Company (as the case may be) and there being no breach of the warranties provided by RTI, RII and MMH respectively. The Agreement provides that if certain external Norwegian party consents are not obtained or application for the consents are declined after the LPH Transfer, the LPH shares and Xer Sweden shares will be returned to MMH and RTI respectively. Based on advice from external Norwegian legal counsel, the senior management of the Company has assessed that the likelihood of not obtaining such consents is low.

2. CHAPTER 9 OF THE MAINBOARD RULES

Dr Karl Lidgren and Mr Hans Lidgren are controlling shareholders of the Company with a 34.71% deemed interest in the Company held through Limea Ltd. (“**Limea**”), in which 50% is held by RIToN Holding Ltd. (“**RIToN**”) (100% owned by Mr Hans Lidgren) and 50% is held by Cresta Group Ltd (“**Cresta**”) (100% owned by Dr Karl Lidgren). Cresta also holds direct interests of 1.09% in the Company. Accordingly, Dr Karl Lidgren is deemed interested in 35.80% of the Company’s shares.

MMH is 40% held by Cresta, 40% held by RIToN, and 20% held by Mr Svein Kjellesvik, Chief Operating Officer of the Company and a substantial shareholder of the Company. As such, MMH is an “interested person” pursuant to Chapter 9 of the Mainboard Rules (the “**Mainboard Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). Accordingly, entry into the Agreement between the Group and MMH is an “interested person transaction” pursuant to Chapter 9 of the Mainboard Rules.

Based on the Company’s financial statements for the financial year ending 31 December 2024, the Group’s latest audited net tangible assets (“**NTA**”) as at 31 December 2024 is US\$58.997 million.

As at the date of this announcement, there have been no interested person transactions entered into between the Group and any interested person¹ in the current financial year ending 31 December 2025 (“**FY2025**”).

Xer Sweden was acquired in 3Q2025 with a paid-up capital of SEK500,000 (approximately US\$53,367), from a shelf company provider in Sweden, for the sole purpose of replacing Xer Technologies Pte. Ltd. (“**Xer SG**”) as the holding company of Xer AG and has no other assets (except for cash from the paid-up capital) or liabilities. The value of the Consideration has thus been deemed to be equivalent to the fair value Xer SG used for audit purposes for the financial year ending 31 December 2024. Xer SG does not own any assets other than Xer AG or in relation to the Xer business. Based on the latest purchase price allocation in relation to RTI’s acquisition of Xer SG carried out by a third-party valuer, RSM Singapore, used for audit purposes for the financial year ended 31 December 2024, the fair value of Xer SG (which takes into account its ownership of 100% of Xer AG) was US\$5,183,000. Therefore, the implied value of the Consideration is deemed to be US\$2,073,200.

The aggregate value of all transactions entered into with Dr Karl Lidgren, Mr Hans Lidgren and their associates in FY2025¹ (which includes the Transaction) is US\$2.07 million, representing approximately 3.51% of the Group’s latest audited NTA as at 31 December 2024. As such, the Agreement is an interested person transaction which requires announcement in accordance with Rule 905 of the Mainboard Rules but is not subject to shareholders’ approval pursuant to Rule 906 of the Mainboard Rules.

3. RATIONALE FOR THE TRANSACTION

The Transaction will result in the Group taking more control of LPH, and as such, will allow the Group to focus its efforts and resources on growing its core Energy business, and have more flexibility in structuring and administering future financing for LPH.

¹ Which are not below S\$100,000 and/or exempted from complying with Rules 905 or 906.

The Consideration that MMH will receive pursuant to the Transaction was arrived at after arm's length negotiations, on a willing-buyer willing-seller basis, with the controlling shareholders placing priority on giving the Group more control and flexibility to grow LPH's exploration, development and production activities in Norway, Germany, Benin and Africa, operationally and in terms of structuring future financing, against the backdrop of more and more banks shying away from financing fossil fuel companies. MMH's retention of a 4.5% interest in LPH upon completion of the Transaction demonstrates the value it sees in LPH's growth potential.

4. STATEMENT FROM THE AUDIT COMMITTEE

Having considered the terms and conditions of, as well as the rationale for the Transaction, the Audit Committee of the Company is of the view that the Transaction is made on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders.

5. CHAPTER 10 OF THE LISTING MANUAL

The Transaction will see an effective acquisition of 9.6% of the Group's interests in LPH (the "Acquisition") and an effective disposal of 40% of the Group's interests in Xer Sweden² (the "Disposal").

Based on the Group's latest unaudited consolidated financial statements for the financial results for the six months ended 30 June 2025 ("1H2025"), and subject to the Notes below, the relative figures of the Disposal² and the Acquisition computed on the bases of Rule 1006 of the Mainboard Rules are as follows:

Rule 1006	Bases	Relative Figures
(a)	The NAV of the assets to be disposed of, compared with the Group's NAV. This basis is not applicable to an acquisition of assets.	Disposal: -2.66% ⁽¹⁾⁽²⁾
(b)	The net profits attributable to the Disposal and Acquisition, compared with the Group's net profits.	Disposal: -16.03% ⁽¹⁾⁽³⁾ Acquisition: -10.22% ⁽⁴⁾
(c)	The aggregate value of the consideration received for the Disposal, or given for the Acquisition, compared with the Company's market capitalisation based on the total number of issued shares (excluding treasury shares).	Disposal: 1.15% ⁽⁵⁾⁽⁶⁾ Acquisition: 6.39% ⁽⁵⁾⁽⁶⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable as there will be no issuance of shares as consideration for the Acquisition.
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves.	Not applicable

² Based on the Group's 100% interest in Xer Sweden as at the date of this announcement.

Notes:

- (1) With reference to Rule 1002 of the Mainboard Rules, the Group's latest announced consolidated accounts were as of 30 June 2025. Xer Sweden was acquired in 3Q2025 from a shelf company provider in Sweden, for the sole purpose of replacing Xer SG as the holding company of Xer AG and, other than a paid-up capital of SEK500,000 (approximately US\$53,367), had no other assets (except for cash from the paid-up capital) or liabilities. For the purposes of Listing Rules 1006(a) and (b), we have therefore utilised the net liabilities value and net loss of Xer SG (which takes into account its ownership of 100% of Xer AG) as at 30 June 2025.
- (2) As at 30 June 2025, the net liabilities value of Xer SG (which takes into account its ownership of 100% of Xer AG) was US\$1.96 million and accordingly, the net liabilities value attributable to 40% of Xer SG (which takes into account its ownership of 100% of Xer AG) is therefore US\$0.79 million, compared to the Group's net asset value of US\$29.57 million.
- (3) As at 30 June 2025, the net loss of Xer SG (which takes into account its ownership of 100% of Xer AG) was US\$0.96 million and accordingly, the net loss attributable to 40% of Xer SG is US\$0.38 million, compared to the Group's net loss³ of US\$2.39 million.
- (4) In 1H2025, the net profit of LPH was US\$2.54 million and accordingly, the net profit attributable to 9.6% of LPH is US\$0.24 million, compared to the Group's consolidated net loss of US\$2.39 million.
- (5) The consideration for the Acquisition will be satisfied by transferring 40% of the shares in Xer Sweden owned by RTI to MMH. The consideration for the Disposal will be satisfied by receiving 9.6% of the shares in LPH from MMH. There are no cash proceeds from the Transaction.

For the purposes of computing the relative figures in connection with Rule 1006(c) of the Mainboard Rules, US\$2.07 million was used as the aggregate value of the consideration for the Acquisition and US\$11.56 million was used as the aggregate value of the consideration for the Disposal. The consideration for the Acquisition is based on the fair value of Xer SG (which takes into account its ownership of 100% of Xer AG) used for audit purposes for financial year ended 31 December 2024 of US\$5,183,000, as disclosed in paragraph 2 of this announcement. Therefore, the implied value of the consideration for the Acquisition is deemed to be US\$2,073,200. The Disposal consideration is based on latest third-party share issuance in LPH at NOK 2 per share and acquisition of 65,594,700.00 LPH shares.

- (6) The Company's market capitalisation of S\$230.51 million has been calculated based on a volume weighted average price of S\$0.177 on 24 September 2025, being the market day preceding the date of the Agreement.

Pursuant to Mainboard Rule 1007(1), if any of the relative figures computed pursuant to Rule 1006 involves a negative figure, Chapter 10 of the Mainboard Rules may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10.1. Accordingly, having considered paragraphs 4.4(b), 4.4(c) and 4.4(e) of Practice Note 10.1 of the Mainboard Rules, both the Acquisition and Disposal are "disclosable" as (a) the absolute relative figures computed on the basis of each of Rule 1006(a), Rule 1006(b), Rule 1006(c), Rule 1006(d) and Rule 1006(e), if applicable, do not exceed 20%; (b) the 9.6% of net profit attributable to the Acquisition exceeds 5% of the Group's consolidated net loss of US\$2.39 million (taking into account only the absolute values); and (c) the Disposal does not result in a gain or loss on disposal that exceeds 10% of the Group's consolidated net loss of US\$2.39 million (taking into account only the absolute values).

³ Pursuant to Mainboard Listing Rule 1002(3)(b), "net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.

Following that, the Transaction is a "disclosable transaction" under Chapter 10 of the Mainboard Rules.

Pursuant to Rule 1010 of the Mainboard Rules:

- (a) The consideration for the Acquisition will be satisfied by transferring 40% of Xer Sweden owned by RTI to MMH. The consideration for the Disposal will be satisfied by receiving 9.6% of the shares in LPH from MMH.
- (b) As at 30 June 2025, the unaudited consolidated net liabilities value of 40% of the entire issued share capital of Xer SG⁴ (which takes into account its ownership of 100% of Xer AG), is US\$0.79 million, and the unaudited consolidated net liabilities value of 9.6% of LPH, is US\$4.38 million.
- (c) As at 30 June 2025, the unaudited consolidated net tangible liabilities value of 9.6% of LPH, is US\$4.38 million. As at 30 June 2025, the unaudited consolidated net tangible liabilities value of 40% of the entire issued share capital of Xer SG⁴ (which takes into account its ownership of 100% of Xer AG), is US\$1.02 million.
- (d) There are no cash proceeds from the Transaction.
- (e) The Disposal will not result in a gain or loss on disposal that exceeds 10% of the Group's consolidated net loss of US\$2.39 million (the absolute values).
- (f) Each of the Acquisition and Disposal are not expected to have any material effect on:
 - (i) the net tangible assets per share of Rex for FY2024, assuming that the Transaction had been effected at the end of FY2024; and
 - (ii) the earnings per share of Rex for FY2024, assuming that the Transaction had been effected at the beginning of FY2024.

6. SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Transaction. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

7. DOCUMENTS FOR INSPECTION

A copy of the Agreement and the purchase price allocation report on Xer SG will be available for inspection during normal business hours at the Company's registered office for a period of three months commencing from the date of this announcement.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed herein, none of the Directors and to the best of the Directors' knowledge, none of the controlling shareholders of the Company or their respective associates has any interest,

⁴ See Note 1 to the Listing Rule 1006 table above

direct or indirect, in the Transaction, other than that arising from their respective capacities as directors of the Company and other Group companies or shareholders of the Company.

As good corporate governance practice, Dr Mathias Lidgren (son of Mr Hans Lidgren and nephew of Dr Karl Lidgren), who is a Non-Independent Non-Executive Director of the Company, has recused himself on the Board decisions relating to the Transaction.

BY ORDER OF THE BOARD OF
Rex International Holding Limited

John d'Abo
Executive Chairman

25 September 2025