



REX INDUSTRY BERHAD (282664-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of Rex Industry Berhad will be held at Semangkok Room, Level 2, Sunway Hotel Seberang Jaya, No. 11, Lebuh Tenggiri Dua, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Monday, 30 June 2014 at 10.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. Ordinary Resolution 1
- To approve the payment of Directors' fees of RM219,543/- for the financial year ended 31 December 2013. Ordinary Resolution 1
- To re-elect the following Directors who retire in accordance with Article 64 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Tang Yin Kham Ordinary Resolution 2
 - Mohd Faisal Izzan Bin Abdul Latiff Ordinary Resolution 3
 - Lee Sew Keng Ordinary Resolution 4
- To re-elect Ameer Bin Shaik Mydin who retires in accordance with Article 69 of the Company's Articles of Association and being eligible, offers himself for re-election. Ordinary Resolution 5
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without modifications:

- Proposed Retention of Independent Non-Executive Directors**
- "THAT approval be and is hereby given to Mdm Tang Yin Kham who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." Ordinary Resolution 7
 - "THAT approval be and is hereby given to Encik Mohd Faisal Izzan Bin Abdul Latiff who has served as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." Ordinary Resolution 8
- 7. Proposed Appointment of Tan Sri Dato' Mohd Ibrahim bin Mohd Zain as a Director Pursuant To Section 129 of the Companies Act, 1965** Ordinary Resolution 9
- "THAT pursuant to Section 129 of the Companies Act, 1965, Tan Sri Dato' Mohd Ibrahim bin Mohd Zain who is over 70 years of age, be and is hereby appointed as a Director of the Company."
- a) Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** Ordinary Resolution 10
- "THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time upon such terms and conditions and for such purposes and to such person or persons as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
- b) Proposed amendments to the Articles of Association of the Company** Special Resolution 1
- "THAT the amendments to the Articles of Association of the Company contained in Appendix II be and are hereby approved."

- To consider any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

Tai Yit Chan (MAICSA 7009143)
Ong Tze-En (MAICSA 7026537)
Joint Company Secretaries

Date: 6 June 2014

Notes:

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- For the proxy to be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Plot 125, Jalan Perindustrian Bukit Minyak 5, 14100 Simpang Ampat, Seberang Perai Tengah, Penang not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an Exempt Authorised Nominee which hold ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. An Exempt Authorised Nominee refers to an additional nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 78(3) of the Articles of Association of the Company and Section 34(1) of the SICDA to issue a General Meeting and Record of Depositors ("ROD") as at 23 June 2014 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes

- Both Ordinary Resolutions 7 and 8 are on retention of Independent Non-Executive Directors of the Company in accordance with the Malaysian Code on Corporate Governance 2012. Although having served the Company for a cumulative nine (9) years, the Board of Directors is of the opinion that both Mdm Tang Yin Kham and Encik Mohd Faisal Izzan Bin Abdul Latiff met the criteria of Independent Directors as defined in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. They have performed their duties diligently and in the best interest of the Company and have provided independent opinion and judgment as well as broader views and balanced assessment to the proposals from the Management with their diverse experience and expertise. The Board therefore recommends that they should be retained as Independent Non-Executive Directors.
- Ordinary resolution 9 is on the appointment of Tan Sri Dato' Mohd Ibrahim bin Mohd Zain. Tan Sri Dato' Mohd Ibrahim bin Mohd Zain's experience and credentials qualify him to carry out his role as an Independent Non-Executive Director of the Company. In addition, his vast knowledge and experience in related fields will be of vast benefits to the Group. Shareholders are advised to refer to the attached Appendix for the profile of Tan Sri Dato' Mohd Ibrahim bin Mohd Zain.
- Ordinary Resolution 10 is a renewal of the general mandate given to the Directors of the Company to allot and issue shares pursuant to Section 132D of the Companies Act, 1965 as approved by the Shareholders at the Nineteenth Annual General Meeting ("AGM") held on 26 June 2013. The Ordinary Resolution 10, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company up to an amount not exceeding 10% of the Company's issued capital for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier. The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meetings to specifically approve such an issuance of shares. As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM which will lapse at the conclusion of the forthcoming AGM to be held on 30 June 2014.