



REX INDUSTRY BERHAD

(Company No. 282664-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Rex Industry Berhad ("Rex" or the "Company") will be held at Balau Room, Level 2, Sunway Hotel Seberang Jaya, No. 11, Lebuhraya Duta, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Thursday, 27 October 2016 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY REX OF THE ENTIRE EQUITY INTEREST IN JIE YANG REX FOODS CO LTD ("JYR"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY COMPANY OF REX, TO MR. LEE CHAI SENG FOR A TOTAL DISPOSAL CONSIDERATION OF RM21,000,000 TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED DISPOSAL")

"THAT, subject to all approvals of relevant authority and/ or parties being obtained, the Board of Directors of Rex ("Board") be and is hereby authorised to dispose of the entire equity interest in JYR, an indirect wholly-owned subsidiary company of Rex to Mr. Lee Chai Seng for a total disposal consideration of RM21,000,000 to be satisfied entirely via cash, in accordance with the terms and conditions of the conditional share purchase agreement dated 15 June 2016 entered into between Rex and Mr. Lee Chai Seng;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the aforesaid Proposed Disposal with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps in any manner as they may deem necessary or expedient in the best interest of the Company."

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

YEOW SZE MIN (MAICSA 7065735)

Company Secretaries

Penang

Date: 4 October 2016

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 October 2016 shall be eligible to attend, speak and vote at the meeting.*
- 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 48 hours before the time appointed for holding the meeting.*
- A member shall be entitled to appoint up to two (2) proxies to attend, speak and vote at the same meeting. Where a member appoints two (2) or more 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 appointer 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.*