



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth ("30th") Annual General Meeting ("AGM") of Rex Industry Berhad will be held at Kuala Lumpur Golf & Country Club, 10, Jalan 1/70D, Bukit Kiara, 60000 Kuala Lumpur on Thursday, 28 November 2024 at 10.00 a.m. or at any adjournment thereof, for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon. **(Please refer to the Note No. 6)**
- To approve the payment of Directors' fees payable to the Non-Executive Directors amounting to RM204,000 to be paid on a quarterly basis for the financial year ending 30 June 2025 and thereafter. **(Resolution 1)**
- To approve the payment of Directors' benefits up to an amount of RM50,000 from 29 November 2024 until the next AGM of the Company. **(Resolution 2)**
- To re-elect the following Directors, who are due to retire in accordance with Clause 115 of the Company's Constitution and being eligible, have offered themselves for re-election:- **(Resolution 3)**
(Resolution 4)
 - Encik Adnan Bin Ahmad; and
 - Mr. Chee Cheng Chuan
- To re-elect the following Directors, who are due to retire in accordance with Clause 114 of the Company's Constitution and being eligible, have offered themselves for re-election:- **(Resolution 5)**
(Resolution 6)
 - Mr. Hong Kok Cheong; and
 - Mr. Tam Kok Meng.
- To re-appoint Messrs. Raki CS Tan & Ramanan as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without modification, to pass the following Ordinary Resolutions:-

- ORDINARY RESOLUTION NO. 1**
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS **(Resolution 8)**

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT pursuant to Section 85 of the Act to be read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so be issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- ORDINARY RESOLUTION NO. 2**
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **(Resolution 9)**

"THAT subject to the provisions of Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries ("the Group") to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the related parties as specified in Section 2.5 of the Circular/Statement to Shareholders dated 30 October 2024, provided that such transactions are:-

- recurrent transactions of a revenue or trading nature;
 - necessary for the Group's day-to-day operations;
 - carried out in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
 - not to the detriment of minority shareholders,
- (the "Mandate");

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Mandate was passed, at which time it will lapse, unless by an ordinary resolution passed at the next AGM of the Company, the authority is renewed;
- the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend beyond such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT the Directors be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate."

- ORDINARY RESOLUTION NO. 3**
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES **(Resolution 10)**

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authorities, approval be and is hereby given for the Company to purchase such number of ordinary shares as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company ("Proposed Renewal of Share Buy-Back Authority"), provided that:-

- the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which this resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at the next AGM of the Company, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT upon completion of the purchase(s) by the Company of its own ordinary shares, the Directors of the Company be authorised to deal with the ordinary shares purchased in their absolute discretion in the following manners:-

- to cancel all the ordinary shares so purchased; and/or
- retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or transfer under an employees' share scheme (if any) and/or transfer as purchase consideration; and/or
- retain part thereof as treasury shares and cancel the remainder; and/or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

AND FURTHER THAT the Directors of the Company be authorised to do all acts, deeds and things which they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and to do all such acts and things as they may deem fit and expedient in the best interest of the Company."

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board of Directors

YEOW SZE MIN (MAICSA 7065735/ SSM PC NO.: 201908003120)
YEE KIT YENG (MAICSA 7068292 / SSM PC NO.: 20220800022)

Company Secretaries

Dated: 30 October 2024

Explanatory Notes to Special Business:

- Resolutions 3 and 4 – Re-election of Directors who retire pursuant to Clause 115 of the Constitution of the Company**

Pursuant to Clause 115 of the Constitution of the Company, Encik Adnan Bin Ahmad and Mr. Chee Cheng Chuan are due to retire by rotation at the forthcoming 30th AGM of the Company. Both Encik Adnan Bin Ahmad and Mr. Chee Cheng Chuan have indicated their willingness to seek for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 30th AGM of the Company, the Board of Directors through its Nomination and Remuneration Committee ("NRC") had reviewed and assessed each of the retiring Directors from the fit and proper assessment, annual assessment and evaluation of the Board of Directors for the financial year ended 30 June 2024. Based on the recommendation of the NRC, the Board of Directors is satisfied with the performance and contributions of the retiring Directors namely, Encik Adnan Bin Ahmad and Mr. Chee Cheng Chuan, and supports the re-election based on the following considerations:

- able to meet the Board of Directors' expectations in terms of character, experience, integrity, competency and time commitment in discharging their roles as Directors of the Company; and
- exercised due care and carried out professional duties proficiently.

- Resolutions 5 and 6 – Re-election of Directors who retire pursuant to Clause 114 of the Constitution of the Company**

Pursuant to Clause 114 of the Constitution of the Company, Mr. Hong Kok Cheong and Mr. Tam Kok Meng are due to retire at the forthcoming 30th AGM of the Company. Both Mr. Hong Kok Cheong and Mr. Tam Kok Meng have indicated their willingness to seek for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 30th AGM of the Company, the Board of Directors through its NRC had reviewed and assessed each of the retiring Directors from the fit and proper assessment, annual assessment and evaluation of the Board of Directors for the financial year ended 30 June 2024. Based on the recommendation of the NRC, the Board of Directors is satisfied with the performance and contributions of the retiring Directors namely, Mr. Hong Kok Cheong and Mr. Tam Kok Meng, and supports the re-election based on the following considerations:

- able to meet the Board of Directors' expectations in terms of character, experience, integrity, competency and time commitment in discharging their roles as Directors of the Company;
- exercised due care and carried out professional duties proficiently; and
- level of independence demonstrated by the Independent Non-Executive Director.

- Resolution 8 - Authority to Issue Shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights**

The Company had been granted a general mandate by its shareholders at the Twenty-Ninth AGM of the Company held on 27 November 2023 to issue shares pursuant to the Companies Act 2016.

The Company wishes to renew the mandate on the authority granted to the Directors to issue and allot shares pursuant to the Companies Act 2016 at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being (hereinafter referred to as the "10% General Mandate").

The 10% General Mandate will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without incurring any further cost to convene a separate general meeting to approve such authority. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 14 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.

The proposed Resolution 8, if passed, would allow the Directors to issue new shares to any person under the authority to issue shares pursuant to the Companies Act 2016 without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.

- Resolution 9 - Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution 9 is to renew the shareholders' mandate for Recurrent Related Party Transactions granted by the shareholders of the Company at the Twenty-Ninth AGM of the Company held on 27 November 2023 ("Renewal of Shareholders' Mandate"). The Renewal of Shareholders' Mandate will enable the Company and its subsidiaries ("the Group") to enter into any of the recurrent related party transactions of a revenue or trading nature, which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular/Statement to Shareholders dated 30 October 2024 for more information.

- Resolution 10 - Proposed Renewal of Authority for the Company to Purchase its Own Shares**

The proposed Resolution 10 is to renew the authority granted by the shareholders of the Company at the Twenty-Ninth AGM of the Company held on 27 November 2023. The proposed renewal will allow the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Please refer to the Circular/Statement to Shareholders dated 30 October 2024 for more information.

Notes to the Notice of the Thirtieth AGM ("Meeting"):

- In respect of deposited securities, only members whose name appear in the Record of Depositors on 21 November 2024 shall be eligible to attend, participate, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
- A member entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. The lodging of the said instrument shall not preclude you from attending, participating, speaking and voting in person at the Thirtieth AGM should you subsequently wish to do so, provided a notice of termination of proxy authority in writing is given to the Company not less than twenty-four (24) hours before the commencement of the Meeting or adjournment thereof.
- This Agenda item is meant for discussion only as Section 340(1)(a) if the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements and only requires the Audited Financial Statements to be laid at the Meeting. Therefore, this Agenda item is not put forward for voting.