

**HEXTAR CAPITAL BERHAD**  
**(formerly known as Opcom Holdings Berhad)**  
**Registration No.: 199401036979 (322661-W)**  
(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM” OR “THE MEETING”) OF HEXTAR CAPITAL BERHAD (FORMERLY KNOWN AS OPCOM HOLDINGS BERHAD) (“HEXCAP” OR “THE COMPANY”) CONDUCTED IN A VIRTUAL MANNER THROUGH LIVE STREAMING FROM THE CONFERENCE ROOM OF HEXCAP AT NO. 11, JALAN UTAS 15/7, 40200 SHAH ALAM, SELANGOR DARUL EHSAN ON FRIDAY, 29 DECEMBER 2023 AT 3.00 P.M.**

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Present : **Attendance via video conferencing**

Dato’ Mazlin Bin MD Junid, Independent Non-Executive Chairman  
Mr. Chang Kian Seong, Managing Director  
Mr. Ong Soon Lim, Executive Director  
Mr. Teh Li King, Non-Independent Non-Executive Director  
Mr. Magnus Kreuger, Independent Non-Executive Director  
Ms. Er Kian Hong, Independent Non-Executive Director

All members and proxies entered in the Attendance List

By Invitation : All guests entered in the Attendance List

In Attendance : Ms. Wong Mee Kiat, Company Secretary  
Mr. Goh Hsu-Ming, Group Deputy Chief Executive Officer of Hextar Group of Companies  
Dr. Cindy Chan Ai Joo, Group Financial Controller  
Ms. Sylvia Chan See Wah, Group Financial Controller  
Ms. Vivian Chow, Corporate Services Manager  
Mr. Danny Wong, representative of M&A Securities Sdn. Bhd.,  
Mr. Steve Choo Boon Han, representative of M&A Securities Sdn. Bhd.,  
Ms. Sarah Ng Mei Chin, representative of M&A Securities Sdn. Bhd.,  
Ms. Aw Ee Leng, representative of Messrs. Teh & Lee,  
Mr. Darren Lum Kien Lun, representative of Messrs. Teh & Lee,  
Mr. Rifqy Nasis, representative of Quantephi Sdn. Bhd.,  
Mr. Mohd Shahril Mohamed, representative of Quantephi Sdn. Bhd.,  
Ms. Jeslyn Tee Zhi Lyn, representative of Quantephi Sdn. Bhd.,  
Mr. Abdul Aziz Abu Bakar, representative of Quantephi Sdn. Bhd.,  
Mr. Khirthan Sanjiva, representative of Quantephi Sdn. Bhd.

**WELCOMING ADDRESS**

Dato’ Mazlin Bin MD Junid (“Dato’ Mazlin”), on behalf of the Board of Directors, welcomed the shareholders, proxy holders and advisors to the Company’s EGM, which was conducted in a virtual manner through live streaming from the Conference Room of HexCap at No. 11, Jalan Utas 15/7, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) and online meeting platform provided by Mega Corporate Services Sdn. Bhd.

Dato’ Mazlin introduced the following Board members to all present:-

1. Mr. Chang Kian Seong, Managing Director;
2. Mr. Ong Soon Lim, the Executive Director;
3. Mr. Teh Li King, Non-Independent Non-Executive Director;
4. Mr. Magnus Kreuger, Independent Non-Executive Director; and
5. Ms. Er Kian Hong, Independent Non-Executive Director.

Dato' Mazlin informed that Mr. Chang Kian Seong ("the Chairman") took over to chair the EGM to comply with Section 327(2) of the Companies Act 2016 as Chairman of the meeting should present at the Broadcast Venue.

### **NOTICE OF MEETING**

The notice convening the meeting, having been circulated earlier to all the shareholders of the Company within the prescribed period, was taken as read.

### **QUORUM**

The quorum was present as at the commencement of the meeting and therefore, the Chairman called the meeting to order and proceed with the agenda.

### **POLLING PROCEDURES**

The Chairman informed that Mega Corporate Services Sdn. Bhd. ("Mega") had been appointed as the poll administrator to conduct the electronic polling process, and Cygnus Technology Solutions Sdn. Bhd. was appointed as the independent scrutineer to verify and confirm the poll results.

Mega guided the shareholders who attended the EGM through live streaming on the electronic voting. Thereafter, the Chairman announced that online voting was opened.

#### **1. ORDINARY RESOLUTION 1**

##### **PROPOSED ACQUISITION OF 26,222,021 ORDINARY SHARES IN BINASAT COMMUNICATIONS BERHAD ("BINACOM"), REPRESENTING 6.75% EQUITY INTEREST IN BINACOM FOR A TOTAL PURCHASE CONSIDERATION OF RM14,684,332 TO BE SATISFIED WHOLLY IN CASH ("PROPOSED 6.75% ACQUISITION")**

The Chairman informed that Ordinary Resolution 1 was to approve the Proposed Acquisition of 26,222,021 Ordinary Shares in Binasat Communications Berhad ("Binacom"), representing 6.75% equity interest in Binacom for a total purchase consideration of RM14,684,332 to be satisfied wholly in cash.

The full text of the said Proposed 6.75% Acquisition was provided in the Notice of the EGM and Circular dated 7 December 2023.

### **Q&A SESSION**

The Chairman of the meeting went through the questions from the Minority Shareholders Watch Group via their letter dated 19 December 2023 and the questions submitted via online and posed in the Question's Pane during the meeting.

The questions and the Company's response are set out in Appendix I.

### **POLL RESULT**

After announcing the close of the online voting, The Chairman informed that the result of the poll would be declared after counting of votes by the Poll Administrator and validation of the

poll result by the Scrutineer, which would take several minutes, during which a short break ensued.

The Chairman reconvened the Meeting for the announcement of the poll result which had been verified and confirmed by the independent scrutineer, as shown on the screen through live broadcast, as follows:-

Resolution	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
Ordinary Resolution 1	127,462,313	99.9871	16,432	0.0129

Based on the poll result, the Chairman declared the Resolution was duly carried:-

#### 1. ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION OF 26,222,021 ORDINARY SHARES IN BINASAT COMMUNICATIONS BERHAD (“BINACOM”), REPRESENTING 6.75% EQUITY INTEREST IN BINACOM FOR A TOTAL PURCHASE CONSIDERATION OF RM14,684,332 TO BE SATISFIED WHOLLY IN CASH (“PROPOSED 6.75% ACQUISITION”)**

THAT, subject to the fulfilment of conditions precedent and all approvals of relevant authorities being obtained, where required, approval is hereby given for Opcom VC Sdn Bhd (“OVCSB”), a wholly-owned subsidiary of the Company to acquire 26,222,021 ordinary shares in Binacom, representing 6.75% equity interest in Binacom for a purchase consideration of RM14,684,332 to be satisfied wholly in cash, subject to the conditions and upon the terms set out in the 4 conditional share sale agreements dated 26 October 2023 entered into by OVCSB with Dynamic Paradigm Sdn Bhd, Lim Yau Siong, Sim Winn Pin and Poh Kok Yeong respectively in respect of the Proposed 6.75% Acquisition;

AND THAT approval be and is hereby given to the Board of Directors of the Company to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Acquisition, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed 6.75% Acquisition.

#### **CLOSURE OF MEETING**

The Chairman concluded the Meeting and thanked all present for their participation in the EGM of the Company. The Chairman declared the meeting closed at 3.30 p.m.

#### **SIGNED AND CONFIRMED BY**

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Chairman

Date: