

**HEXTAR CAPITAL BERHAD**  
**Registration No.: 199401036979 (322661-W)**  
(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM” OR “THE MEETING”) OF HEXTAR CAPITAL BERHAD (“HEXCAP” OR “THE COMPANY”) CONDUCTED IN A VIRTUAL MANNER THROUGH LIVE STREAMING FROM NO. 11, JALAN UTAS 15/7, 40200 SHAH ALAM, SELANGOR DARUL EHSAN ON FRIDAY, 24 JANUARY 2025 AT 3.00 P.M.**

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Present : **Attendance via video conferencing**

Dato’ Mazlin Bin MD Junid, Independent Non-Executive Chairman  
Mr. Johnson Chang Kian Seong, Managing Director  
Mr. Ong Soon Lim, Non-Independent Non-Executive Director  
Mr. Teh Li King, Non-Independent Non-Executive Director  
Mr. Steve Chen Thien Yin, Independent Non-Executive Director  
Ms. Elizabeth 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. Chan See Wah, Company Secretary cum Group Financial Controller  
Ms. Wong Mee Kiat, Company Secretary  
Ms. Vivian Chow, Corporate Services Manager  
Mr. Goh Hsu-Ming, Group Deputy Chief Executive Officer of Hextar Group of Companies  
Mr. William Tham, representative of M&A Securities Sdn. Bhd.  
Mr. Quzrim Guljar, representative of M&A Securities Sdn. Bhd.  
Ms. Seah Jia Xuan, 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  
Dato’ Ngu Sing Hieng, Chief Executive Officer, T & J Engineering Sdn. Bhd.

**WELCOMING ADDRESS**

Dato’ Mazlin Bin MD Junid (“**Dato’ Chairman**”), 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 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’ Chairman introduced the following Board members to all present:-

1. Mr. Johnson Chang Kian Seong, Managing Director;
2. Mr. Ong Soon Lim, Non-Independent Non-Executive Director;
3. Mr. Teh Li King, Non-Independent Non-Executive Director;
4. Mr. Steve Chen Thien Yin, Independent Non-Executive Director; and
5. Ms. Elizabeth Er Kian Hong, Independent Non-Executive Director.

## **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, Dato' Chairman called the meeting to order and proceed with the agenda.

## **POLLING PROCEDURES**

Dato' 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, Dato' Chairman announced that online voting was opened.

## **ORDINARY RESOLUTION 1**

### **PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF HEXCAP AND ITS SUBSIDIARIES TO INCLUDE MONEY LENDING BUSINESS ACTIVITIES ("PROPOSED DIVERSIFICATION")**

Dato' Chairman informed that Ordinary Resolution 1 was to approve the Proposed Diversification of the business activities of HexCap and its subsidiaries to include money lending business activities ("**Proposed Diversification**").

The full text of the said Proposed Diversification was provided in the Notice of the EGM and Circular dated 9 January 2025.

## **ORDINARY RESOLUTION 2**

### **PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS TO BE RAISED FROM THE PRIVATE PLACEMENT TO THE CURRENT INTENDED UTILISATION ("PROPOSED VARIATION")**

Dato' Chairman informed that Ordinary Resolution 2 was to approve the Proposed Variation of the utilisation of proceeds to be raised from the private placement to the current intended utilisation ("**Proposed Variation**").

The full text of the said Proposed Variation was provided in the Notice of the EGM and Circular dated 9 January 2025.

## **Q&A SESSION**

The questions submitted by the Minority Shareholders Watch Group in their letter dated 17 January 2025 along with the corresponding answers were displayed on the screen during the live broadcast. Dato' Chairman addressed the questions posed by the shareholders in the Question's Pane during the meeting.

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

## **POLL RESULTS**

After announcing the close of the online voting, Dato' Chairman informed that the results of the poll would be declared after the counting of votes by the Poll Administrator and validation of the poll results by the independent scrutineer, which would take several minutes, during which a short break ensued.

Dato' Chairman reconvened the Meeting for the announcement of the poll results 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 Shares	%	No. of Shares	%
Ordinary Resolution 1	177,297,940	99.9943	10,093	0.0057
Ordinary Resolution 2	177,297,929	99.9943	10,103	0.0057

Based on the poll results, Dato' Chairman declared all Resolutions as tabled under the agenda of the Meeting were carried.

It was **RESOLVED** as follows:-

### **ORDINARY RESOLUTION 1**

#### **PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF HEXCAP AND ITS SUBSIDIARIES TO INCLUDE MONEY LENDING BUSINESS ACTIVITIES ("PROPOSED DIVERSIFICATION")**

**"THAT** subject to the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiaries to diversify its existing principal activities to include money lending business;

**AND THAT** the Board of Directors of the Company ("**Board**") be and are hereby authorised to do all acts, deeds and things, and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers 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 such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

### **ORDINARY RESOLUTION 2**

#### **PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS TO BE RAISED FROM THE PRIVATE PLACEMENT TO THE CURRENT INTENDED UTILISATION ("PROPOSED VARIATION")**

**"THAT** subject to the approvals of all relevant authorities being obtained for the Proposed Variation, approval be and is hereby given to the Board to vary the utilisation of the proceeds raised from the private placement of up to 134,089,200 ordinary shares which to be raised in the manner and to the extent as set out in Section 2.2 of the Circular to shareholders of the Company dated 9 January 2025.

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Minutes of Extraordinary General Meeting of the Company held on Friday, 24 January 2025

**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 Proposed Variation 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 and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Variation."

#### **CLOSURE OF MEETING**

After the poll results were released and announced and there being no other business, Dato' Chairman concluded the Meeting and thanked all present for their participation in the EGM of the Company. Dato' Chairman declared the meeting closed at 3.35 p.m.

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

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Chairman