

HEXTAR INDUSTRIES BERHAD
[Registration No. 201101044580 (972700-P)]
(Incorporated in Malaysia)

MINUTES OF THE VIRTUAL ELEVENTH (11TH) ANNUAL GENERAL MEETING (“11TH AGM”) OF HEXTAR INDUSTRIES BERHAD (“HIB” OR “THE COMPANY”) THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING FROM THE ONLINE MEETING PLATFORM VIA TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) OR [HTTPS://TIIH.COM.MY](https://tiih.com.my) ON THURSDAY, 25 MAY 2023 AT 10:00 A.M.

Directors (participated via Zoom Apps)

1. Dato’ Chan Choun Sien (Independent Non-Executive Chairman) – Chairman
2. Mr Ang Sui Aik (Group Managing Director)
3. Mr Sham Weng Kong (Executive Director)
4. Ms Ong Tzu Chuen (Non-Independent Non-Executive Director)
5. Mr Sim Yee Fuan (Independent Non-Executive Director)
6. Dato Sri Chee Hong Leong (Independent Non-Executive Director)

Company Secretaries

1. Mr Tan Tong Lang
2. Mr Lee Kok Ping

Shareholders/ Proxies

As per the Attendance List

1.0 CONVENING OF MEETING

- 1.1 The Chairman chaired the meeting and welcomed the shareholders and proxies (“Members”) who participated in the meeting remotely from various locations through live streaming, to the 11th AGM of the Company.
- 1.2 There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.00 a.m.
- 1.3 The Chairman introduced the Directors and Company Secretaries present, and drew attention to some housekeeping matters including manner of posing questions, and poll voting, which would be conducted during the deliberations of all agenda items for the ten (10) resolutions in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Members were informed that Messrs Tricor Investor & Issuing House Services Sdn. Bhd. was appointed as the Poll Administrator to conduct the polling process, whilst Messrs Scrutineer Solutions Sdn. Bhd. was appointed as the Scrutineers to verify the poll results.
- 1.4 With the consent of the Members, the notice convening the AGM was taken as read. The Chairman then proceeded to the official business of the AGM.

2.0 AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS

- 2.1 The Chairman informed that the audited financial statements of the Company and of the Group for the financial period ended 31 December 2022 together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”) was meant for discussion only, and therefore, it would not be put forward for voting, in accordance with Section 340(1)(a) of the Companies Act, 2016.

3.0 ORDINARY RESOLUTION 1

TO APPROVE THE DIRECTORS' FEES AMOUNTING OF UP TO RM600,000 FOR THE PERIOD FROM 11TH AGM UNTIL THE CONCLUSION OF THE 12TH AGM OF THE COMPANY.

3.1 The Chairman informed that the next agenda of the AGM was to approve the Directors' fees amounting up to RM600,000.00 for the period from 11th AGM until the conclusion of the 12th AGM of the Company.

3.2 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

4.0 ORDINARY RESOLUTION 2

TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM100,000 FOR THE PERIOD FROM 11TH AGM UNTIL THE CONCLUSION OF THE 12TH AGM OF THE COMPANY.

4.1 The Chairman informed that the next agenda of the AGM was to approve the payment of Directors' Benefit of up to RM100,000.00 for the period from 11th AGM until the conclusion of the 12th AGM of the Company.

4.2 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

(At this junction, the Chairman declared his interest in respect of the next agenda which reflects to himself, and invited Mr Ang Sui Aik, Benny ("Mr Benny") to facilitate the said agenda)

5.0 ORDINARY RESOLUTION 3

TO RE-ELECT DATO' CHAN CHOUN SIEN WHO IS RETIRING PURSUANT TO THE CLAUSE 103(1) OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION.

5.1 Mr Benny informed that the next agenda of the AGM was to re-elect Dato' Chan Choun Sien, who retires pursuant to Clause 103(1) of the Company's Constitution and being eligible, had offered himself for re-election

5.2 Mr Benny then welcome question from the shareholders which would address at the Q&A session later. The Chairman proceeded with the next agenda of the meeting, after thanking Mr Benny for facilitating the agenda.

6.0 ORDINARY RESOLUTION 4

TO RE-ELECT ONG TZU CHUEN WHO IS RETIRING PURSUANT TO CLAUSE 103(1) OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION.

6.1 The Chairman informed that the next agenda of the AGM was to re-elect Ms Ong Tzu Chuen, who retires pursuant to Clause 103(1) of the Company's Constitution and being eligible, had offered herself for re-election.

6.2 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

7.0 ORDINARY RESOLUTION 5

TO RE-ELECT SHAM WENG KONG WHO IS RETIRING PURSUANT TO CLAUSE 110 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

- 7.1 The Chairman informed that the next agenda of the AGM was to re-elect Sham Weng Kong, who retires pursuant to Clause 110 of the Company's Constitution and being eligible, had offered himself for re-election.
- 7.2 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

8.0 ORDINARY RESOLUTION 6

TO RE-APPOINT MESSRS. ECOVIS MALAYSIA PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

- 8.1 The Chairman informed that the next agenda of the AGM was to re-appoint Messrs Ecovis Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. Messrs Ecovis Malaysia PLT had expressed their willingness to accept the re-appointment as the Company's auditors for the ensuing year.
- 8.2 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

9.0 ORDINARY RESOLUTION 7

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016.

- 9.1 The Chairman informed that the next agenda of the AGM under special business was to seek shareholders' approval to authorise Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.
- 9.2 The Chairman explained that upon passing this resolution, the Directors would be provided with the flexibility to allot and issue shares from time to time for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued does not exceed 10% of the issued number of shares of the Company for the time being or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being. This authority, unless revoked or varied by the Company in general meeting, shall be in force until the conclusion of the next AGM of the Company.
- 9.3 The Chairman also explained that pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Constitution of the Company, the 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 convertible securities. The proposed Ordinary Resolution 7, if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

9.4 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

**10.0 ORDINARY RESOLUTION 8
PROPOSED AUTHORITY FOR THE COMPANY TO UNDERTAKE A SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES**

10.1 The Chairman informed that the next agenda of the AGM under special business was to seek shareholders' approval for the proposed authority for the Company to undertake a share buy-back of up to ten percent (10%) of its total number of issued shares ("Proposed Share Buy-Back").

10.2 The Chairman informed that the detailed information of the Proposed Share Buy-Back was stated in the Circular to Shareholders dated 26 April 2023, which had already been provided to the shareholders prior to the AGM.

10.3 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

**11.0 ORDINARY RESOLUTION 9
PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

11.1 The Chairman informed that the next agenda of the AGM under special business was to seek shareholders' approval for the proposed new and renewal shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed RRPTs Mandate").

11.2 The Chairman informed that the detailed information of the Proposed RRPTs Mandate was stated in the Circular to Shareholders dated 26 April 2023, which had already been provided to the shareholders prior to the AGM.

11.3 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

**12.0 ORDINARY RESOLUTION 10
PROPOSED CONTINUATION IN OFFICE OF SIM YEE FUAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR ("INED")**

12.1 The Chairman informed that the next agenda of the AGM was to seek shareholders' approval on the proposed continuation in office of Mr Sim Yee Fuan as INED.

12.2 The Chairman further informed that the Ordinary Resolution 10 is made in line with the Malaysian Code on Corporate Governance wherein the Code recommends that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. In view that the Company would like to retain Ms Sim Yee Fuan as an INED, this resolution shall be voted through a two-tier voting process.

12.3 The Chairman then welcome questions from the shareholders which would address at the Q&A session later. The Chairman then proceeded to the next agenda.

13.0 ANY OTHER BUSINESS

13.1 Upon consulting the Company Secretary, the Chairman informed that no notice was received from any members for tabling any other business at the AGM.

13.2 At this juncture, the Chairman informed that the Company had received a letter dated 12 May 2023 from the Minority Shareholders Watch Group (“MSWG”). The questions and the responses from the Company were projected on the screen for the Members’ information and a copy of the same annexed thereto as “Annexure I”. The Chairman then proceeded with the Q&A session of the AGM.

13.3 The following were the key matters discussed at the AGM:-

Question 1

Does the hot weather have any impact to the industry?

Dato’ Chairman responded that the hot weather certainly will slow down the fertiliser application process carried out by plantation companies. However, we believed that our customer will gradually make up the fertiliser application when the weather improves.

13.4 As there were no further questions raised by the Members, the Chairman then invited the Poll Administrator and the Scrutineer to do the necessary to ensure full compliance of the voting procedures. The polling process took place at 10:23 a.m.

14.0 DECLARATION OF RESULTS

14.1 Upon completion of the polling process at 10.58 a.m., the Chairman announced the results of the poll voting and declared that all the following resolutions set out in the Notice of AGM dated 26 April 2023 were carried, as attached hereto as Annexure II:-

“Ordinary Resolution 1

THAT the payment of Directors’ fees to the Directors of the Company up to an amount of RM600,000 for the period from 11th AGM until the conclusion of the 12th AGM be hereby approved.

Ordinary Resolution 2

THAT the payment of Directors benefits of up to RM100,000 for the period from 11th AGM until the conclusion of the 12th AGM of the Company be hereby approved.

Ordinary Resolution 3

THAT Dato’ Chan Choun Sien, the Director retiring in accordance with Clause 103(1) of the Constitution of the Company, be hereby re-elected as Director of the Company.

Ordinary Resolution 4

THAT Ong Tzu Chuen, the Director retiring in accordance with Clause 103(1) of the Constitution of the Company, be hereby re-elected as Director of the Company.

Ordinary Resolution 5

THAT Sham Weng Kong, the Director retiring in accordance with Clause 110 of the Constitution of the Company, be hereby re-elected as Director of the Company.

Ordinary Resolution 6

THAT the re-appointment of Messrs Ecovis Malaysia PLT as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration be hereby approved.

Ordinary Resolution 7

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being AND THAT such authority shall commence immediately upon passing of the resolution and shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 61 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.

Ordinary Resolution 8

“THAT subject to the Companies Act 2016, the Company’s Constitution, the relevant ACE Market Listing Requirements (“Listing Requirement”) of Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Board of Directors of the Company (“Board”) from time to time through Bursa Malaysia Securities Berhad pursuant to the Listing Requirements and such terms and conditions as the Board may deem fit and expedient in the best interest of the Company provided that the aggregate number of ordinary shares purchased pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company;

THAT the maximum amount of funds to be utilised by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the aggregate retained earnings based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);

THAT upon the purchase by the Company of the ordinary shares, the Board shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and/or distributed as dividends and/or resold on Bursa Malaysia Securities Berhad or transferred for the purpose of or under the employee’ share scheme or share grant scheme which the Company may establish or in any other manner as prescribed by the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016, the ACE Market Listing Requirements and any other relevant authorities for the time being in force;

THAT such authority conferred by this resolution shall commence immediately upon the passing of this resolution until:

- (i) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that Meeting, the authority is renewed, either unconditionally or subject to conditions;*

- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest.

AND THAT the Board be and is hereby authorised to take such steps to give full effect to the Proposed Share Buy-Back with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

Ordinary Resolution 9

THAT subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 26 April 2023 (“Proposed Mandate”) which are necessary for the day-to-day operations and/ or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

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

whichever is the earlier;

AND THAT the estimated aggregate value of the transactions conducted pursuant to the Proposed Mandate during a financial year will be disclosed, in accordance with the Listing Requirements, in the Annual Report of the Company for the said financial year;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.

Ordinary Resolution 10

THAT approval be and is hereby given to Sim Yee Fuan who has served as an INED of the Company for a cumulative term of more than nine (9) years to continue to act as an INED of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance 2021.”

HEXTAR INDUSTRIES BERHAD

[Registration No. 201101044580 (972700-P)]

Minutes of 11th Annual General Meeting held on 25 May 2023

15.0 CLOSURE

- 15.1 There being no other business, the AGM was closed at 11.03 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of
the proceedings held thereat**

- *Signed* -

DATO' CHAN CHOUN SIEN
Chairman