



HEXTAR INDUSTRIES BERHAD

[Registration No. 201101044580 (972700-P)]

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh (11th) Annual General Meeting ("AGM") of Hextar Industries Berhad ("HIB" or "the Company") will be conducted virtually through live streaming and online remote voting as below:

Day and Date : Thursday, 25 May 2023
Time : 10:00 a.m.
Broadcast Venue : No 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia
Meeting Platform : online meeting platform via TIH Online website at <https://tjih.online> or <https://tjih.com.my>

for the following purposes:

- To receive the Audited Financial Statements for the financial period ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
- 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.
- 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.
- To re-elect the following Directors who are retiring pursuant to the Clause 103(1) of the Company's Constitution and being eligible, have offered themselves for re-election:
 - Dato' Chan Choun Sien
 - Ong Tzu Chuen
- 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.
- 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.

SPECIAL BUSINESSES:

To consider and, if thought fit, to pass the following Resolution:

7. Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

"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."

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 ("Proposed Share Buy-Back")

"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:

- 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;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- 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."

9. Proposed new and renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature

"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:-

- 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;
- 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
- 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."

10. Proposed continuation in office of Sim Yee Fuan as Independent Non-Executive Director ("INED")

"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."

- To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

TAN TONG LANG (MAICSA 7045482 /SSM PC No. 202208000250)

TAN LAY KHOON (MAICSA 7077867 /SSM PC No. 202208000544)

LEE KOK PING (MIA 44986 /SSM PC No. 202008004407)

Company Secretaries

Kuala Lumpur

26 April 2023

Notes

- The 11th Annual General Meeting ("AGM") of the Company will be conducted virtually through live streaming from the broadcast venue at No 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia and online meeting platform via TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: DIA282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia. Please follow the procedures provided in the Administrative Guide for the 11th AGM in order to register, participate and vote remotely via the Remote Participation and Voting Facilities ("RPV").

- A member/shareholder of the Company who are entitled to attend and vote at the 11th AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to attend and vote at the 11th AGM, such appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies 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 defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("ombibus account"), 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 appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this 11th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:-
 - In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
 - By electronic form**
The proxy form can be electronically lodged via TIH Online at <https://tjih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy from via TIH Online.
- For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:-
 - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorized officers, of whom one shall be a director; or
 - any director and/or authorized officers in accordance with the laws of the country under which the corporate member is incorporated.
- A member who has appointed a proxy to participate in this 11th AGM must request his/her proxy to register himself/ herself for the RPV at Tricor's TIH Online website at <https://tjih.online>. Please follow the procedures in the Administrative Guide for this AGM.
- For purposes of determining a member who shall be entitled to participate at the 11th AGM, the Company shall be requesting a Record of Depositors as at 18 May 2023 and only members whose name appears on such Record of Depositors dated 18 May 2023 shall be entitled to participate and/or vote at the 11th AGM or appoint a proxy or proxies to participate and/or vote on his/her behalf.

EXPLANATORY NOTES

1. Item 1 of the Agenda - Audited Financial Statements for the financial period ended 31 December 2022

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

2. Ordinary Resolutions 1 – Directors' Fees

Pursuant to Section 230(1) of the Companies Act 2016 ("Act"), the fees and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Eleventh Annual General Meeting ("11th AGM") on the Directors' fees and benefits.

The Board will seek shareholders' approval at the next AGM in event the amount of the Directors' fee and benefits are insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

For information, the shareholders at the Tenth (10th) AGM had approved the payment of Directors' fees of up to RM200,000.00 to Non-Executive Directors for the period from 10th AGM until the conclusion of the 11th AGM.

3. Ordinary Resolution 2 – Directors' Benefits

The proposed benefits of RM100,000.00 from the 11th AGM up to the conclusion of the 12th AGM of the Company payable to the Independent Non-Executive Directors comprises meeting allowances.

In the event that the amount proposed is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next Annual General Meeting for the shortfall.

4. Ordinary Resolutions 3, 4 & 5 – Re-election of Directors

Clause 103(1) of the Constitution of the Company provides that one-third of the Directors for the time being or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election provided always that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

For the purpose of determining the eligibility of the Director to stand for re-election at this AGM, the Board through its Nomination Committee had assessed the performance and contribution of each of the retiring Director. Based on the results of the respective Directors' performance evaluation conducted, the Board is satisfied with the Directors' performance and the level of contribution to the Board through their knowledge, skills and commitment as well as their abilities to act in the best interest of the Company. In addition, each of the Independent Directors has also provided his/her annual declaration/confirmation of independence.

The retiring Directors, Dato' Chan Choun Sien and Ms Ong Tzu Chuen have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Committee meetings.

Clause 110 of the Constitution of the Company provides that any Director appointed during the year shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

Mr Sham Weng Kong, who was appointed on 30 December 2022 is standing for re-election as Director of the Company at the 11th AGM.

5. Ordinary Resolution 6 – Re-appointment of Auditors

The Audit Committee ("AC") has on 10 April 2023 carried out an assessment of the suitability and independence of the External Auditors, Messrs Ecovis Malaysia PLT ("Ecovis") and was satisfied with the suitability of Ecovis based on the quality of audit, performance, competency, and sufficiency of resources of the external audit team provided to the Group.

The AC in its assessment also found Ecovis to be sufficiently objective and independent. The Board therefore approved the AC's recommendation on the re-appointment of Ecovis as External Auditors of the Company for the financial year ending 31 December 2023 be put forward for the shareholders' approval at the 11th AGM.

6. Ordinary Resolution 7 – Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7 if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

As at the date of this notice, the Company did not issue any new shares pursuant to the general mandate granted to the Directors at the last AGM held on 14 February 2022.

7. Ordinary Resolution 8 – Proposed Authority to for the Company to undertake a Share Buy-Back of up to Ten percent (10%) of its total number of issued shares

This Ordinary Resolution 8, if passed, will provide the mandate to the Company to buy back its own shares up to a maximum of 10% of the total number of issued shares of the Company pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

For further information, please refer to the Share Buy-Back Statement dated 26 April 2023 which is despatched together with the Company's Annual Report 2022.

8. Ordinary Resolution 9 – Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate")

The Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

For further information on this resolution, please refer to the Circular to Shareholders dated 26 April 2023 which is despatched together with the Annual Report 2022.

9. Ordinary Resolution 10 – Proposed continuation in office of Sim Yee Fuan as Independent Non-Executive Director ("INED")

The Board, through the Nomination Committee, had conducted annual performance evaluation and assessment on Sim Yee Fuan who is serving as an INED for a cumulative term of nine years, and had recommended him to continue to act as INED of the Company based on the following justifications:

- He had fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and hence he would be able to bring the element of objectivity, independent judgement and balance to the Board;
 - He is knowledgeable and have applied his vast experience and exercised due care during his tenure as INED of the Company. He has carried out his duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the best interest of the Company, shareholders and stakeholders;
 - He have been with the Company long and therefore understand the Company's business operations which enable him to participate actively and contribute during Board and Board Committee meetings; and
 - He exhibited high commitment and devoted sufficient time and efforts to attend the meetings for informed and balanced decision making.
- His profile is set out in the Profile of Directors on page 12 of the Company's 2022 Annual Report.