



## HEXTAR INDUSTRIES BERHAD

[Registration No. 201101044580 (972700-P)]

(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth (13<sup>th</sup>) Annual General Meeting ("AGM") of Hextar Industries Berhad ("HIB" or "the Company") will be held at Level 17, Hextar Tower, Empire City Damansara, Jalan PJU 8/1, Damansara Perdana, 47820 Petaling Jaya, Selangor on Thursday, 22 May 2025 at 10:00 a.m., for the purpose of transacting the following businesses:

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the Directors' fees amounting of up to RM350,000.00 for the period from 13<sup>th</sup> AGM until the conclusion of the 14<sup>th</sup> AGM of the Company.
- To approve the payment of Directors' benefits of up to RM50,000.00 for the period from 13<sup>th</sup> AGM until the conclusion of the 14<sup>th</sup> AGM of the Company.
- To re-elect the following Directors who are retiring pursuant to Clause 103(1) of the Company's Constitution and being eligible, have offered themselves for re-election:
  - Ong Tzu Chuen
  - Sham Weng Kong
- To re-elect Liew Jee Min @ Chong Jee Min who is retiring pursuant to Clause 110 of the Company's Constitution and being eligible, have 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 effect their remuneration.

#### SPECIAL BUSINESSSES:

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 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 renewal of authority to purchase of own Shares by the Company ("Proposed Renewal of Share Buy-Back Authority")

"THAT, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company 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 and expedient in the interest of the Company provided that:

- the aggregate number of shares purchased does not exceed ten per centum (10%) of its total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits as at the time of purchase; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or to retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or transfer the shares under an employee share scheme or as purchase consideration.

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 Renewal of Share Buy-Back Authority 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 Main Market 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 23 April 2025 ("Proposed Shareholders' 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 Shareholders' 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 Shareholders' Mandate during a financial year will be disclosed, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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."

- 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  
23 April 2025

#### Notes:

- A member/shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member/shareholder appoints more than one proxy to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his 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 ("omnibus 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 13<sup>th</sup> 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, deposit into the Drop-In Box located at Unit G-2, 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://tth.online>. 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, deposit into the Drop-In Box located at Unit G-2, 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.
- For purposes of determining a member who shall be entitled to attend/ speak or vote at the 13th AGM, the Company shall be requesting a Record of Depositors as at 9 May 2025 and only members whose name appears on such Record of Depositors dated 9 May 2025 shall be entitled to attend and/or vote at the 13th AGM or appoint a proxy or proxies to attend and/or vote on his/her behalf.
- The Resolutions set out in this notice of 13th AGM will be put to vote by poll.

#### EXPLANATORY NOTES

##### 1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2024

Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not 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 Company, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Thirteenth Annual General Meeting ("13<sup>th</sup> AGM") on the Directors' fees and benefits.

The Board will seek shareholders' approval at the next AGM in the 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 Twelfth (12<sup>th</sup>) AGM had approved the payment of Directors' fees of up to RM350,000.00 to the Directors of the Company for the period from 12<sup>th</sup> AGM until the conclusion of the 13<sup>th</sup> AGM.

##### 3. Ordinary Resolution 2 – Directors' Benefits

The proposed benefits of RM50,000.00 from the 13<sup>th</sup> AGM up to the conclusion of the 14<sup>th</sup> AGM of the Company payable to the 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 and 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 and Remuneration 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, Ong Tzu Chuen and Sham Weng Kong 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.

Liew Jee Min @ Chong Jee Min, who was appointed on 1 March 2025 is standing for re-election as Director of the Company at the 13<sup>th</sup> AGM.

##### 5. Ordinary Resolution 6 – Re-appointment of Auditors

The Audit Committee ("AC") has on 10 April 2025 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 2025 be put forward for the shareholders' approval at the 13<sup>th</sup> 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 21 May 2024.

##### 7. Ordinary Resolution 8 – Proposed renewal of authority to purchase of own Shares by the Company

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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

For further information, please refer to the Circular to Shareholders dated 23 April 2025 which is despatched together with the Company's Annual Report 2024.

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

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 23 April 2025 which is despatched together with the Annual Report 2024.