



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Hextar Industries Berhad (“HIB” or the “Company”) will be conducted on a virtual basis at the Broadcast Venue at No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor through live streaming and online remote voting using remote participation and voting facilities via TIH Online website at <https://tjih.online> or at <https://tjih.com.my> (Domain Registration No. MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) on Friday, 24 January 2025 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY SIN CHEE HENG SDN BHD (“SCH”), A WHOLLY-OWNED SUBSIDIARY OF HIB, OF A PARCEL OF LAND TOGETHER WITH THE BUILDINGS ERRECTED THEREON HELD UNDER TITLE NO. HSM 13156, PT 23677, LOCATED IN THE MUKIM OF CHERAS, DISTRICT OF ULU LANGAT, STATE OF SELANGOR (“CHERAS PROPERTY”) TO PACIFIC TRUSTEES BERHAD (“PACIFIC TRUSTEES”), BEING THE TRUSTEE OF KIP REAL ESTATE INVESTMENT TRUST (“KIP REIT”), FOR A TOTAL CASH CONSIDERATION OF RM22.60 MILLION (“PROPOSED DISPOSAL I”)

“THAT subject to the passing of Ordinary Resolution 3 as well as the approvals and consents of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to SCH to dispose of the Cheras Property for a total cash consideration of RM22.60 million, subject to and upon such terms and conditions as set out in the conditional sale and purchase agreement dated 29 August 2024 entered into between SCH and Pacific Trustees for the Proposed Disposal I.

“THAT the proceeds arising from the Proposed Disposal I be utilised for the purposes set out in Section 2.1.5 of the circular to shareholders in relation to the Proposals dated 20 December 2024, and that the Board of Directors of the Company (“Board”) be authorised with full powers to vary the manner and/or purposes of the utilisation of such proceeds in such manner as the Board may deem fit, necessary, and/or expedient in the best interest of the Company.

“AND THAT the Board be and is hereby authorised to do all acts, deeds, and things and to execute, sign, and deliver on behalf of the Company all documents and to enter into any deeds, agreements, arrangements, and/or indemnities as they may deem fit, necessary, or expedient in order to carry out, finalise, and give effect to the Proposed Disposal I with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise, and give full effect to the Proposed Disposal I.”

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL BY PK FERTILIZERS SDN BHD (“PKF”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF HIB, OF THE REMAINING UNEXPIRED PERIOD OF A LEASE CREATED OVER A PARCEL OF LAND TOGETHER WITH THE BUILDINGS ERRECTED THEREON HELD UNDER TITLE NO. GRN 489953, LOT NO. 66247, LOCATED IN THE MUKIM OF PLENTONG, DISTRICT OF JOHOR BAHRU, STATE OF JOHOR (“PASIR GUDANG PROPERTY”) TO PACIFIC TRUSTEES BERHAD (“PACIFIC TRUSTEES”), BEING THE TRUSTEE OF KIP REAL ESTATE INVESTMENT TRUST (“KIP REIT”), FOR A TOTAL CASH CONSIDERATION OF RM23.30 MILLION (“PROPOSED DISPOSAL II”)

“THAT subject to the passing of Ordinary Resolution 4 as well as the approvals and consents of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to PKF to dispose of the Pasir Gudang Property for a total cash consideration of RM23.30 million, subject to and upon such terms and conditions as set out in the conditional sale and purchase agreement dated 29 August 2024 entered into between PKF and Pacific Trustees for the Proposed Disposal II.

“THAT the proceeds arising from the Proposed Disposal II be utilised for the purposes set out in Section 2.1.5 of the circular to shareholders in relation to the Proposals dated 20 December 2024, and that the Board be authorised with full powers to vary the manner and/or purposes of the utilisation of such proceeds in such manner as the Board may deem fit, necessary, and/or expedient in the best interest of the Company.

“AND THAT the Board be and is hereby authorised to do all acts, deeds, and things and to execute, sign, and deliver on behalf of the Company all documents and to enter into any deeds, agreements, arrangements, and/or indemnities as they may deem fit, necessary, or expedient in order to carry out, finalise, and give effect to the Proposed Disposal II with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise, and give full effect to the Proposed Disposal II.”

ORDINARY RESOLUTION 3

PROPOSED CREATION OF TENANCY OF THE CHERAS PROPERTY BY SCH FROM PACIFIC TRUSTEES (“PROPOSED TENANCY I”)

“THAT subject to the passing of Ordinary Resolution 1 and all requisite approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to SCH to enter into tenancy agreement in-escrow with Pacific Trustees to rent the Cheras Property for a period of 12 years commencing on the day immediately after completion of the Proposed Disposal I (“Tenancy Agreement I”).

“AND THAT the Board be and is hereby authorised to do all acts, deeds, and things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Tenancy I with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in respect of the Proposed Tenancy I (including the Tenancy Agreement I); and deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise, and give full effect to the Proposed Tenancy I, in the interest of the Company.”

ORDINARY RESOLUTION 4

PROPOSED CREATION OF TENANCY OF THE PASIR GUDANG PROPERTY BY PKF FROM PACIFIC TRUSTEES (“PROPOSED TENANCY II”)

“THAT subject to the passing of Ordinary Resolution 2 and all requisite approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to PKF to enter into tenancy agreement in-escrow with Pacific Trustees to rent the Pasir Gudang Property for a period of 15 years commencing on the day immediately after completion of the Proposed Disposal II (“Tenancy Agreement II”).

“AND THAT the Board be and is hereby authorised to do all acts, deeds, and things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Tenancy II with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in respect of the Proposed Tenancy II (including the Tenancy Agreement II); and deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise, and give full effect to the Proposed Tenancy II, in the interest of the Company.”

ORDINARY RESOLUTION 5

PROPOSED TENANCY WITH PACIFIC TRUSTEES FOR THE TENANCY OF A PARCEL OF LAND TOGETHER WITH THE BUILDINGS ERRECTED THEREON HELD UNDER TITLE NO. LOT 3122 BLOCK 26, KEMENA LAND DISTRICT, TRN 09-LCLS-032-026-03122, LOCALITY OF JALAN KIDURONG, DIVISION OF BINTULU, STATE OF SARAWAK (“BINTULU PROPERTY”) (“PROPOSED BINTULU TENANCY”)

“THAT subject to the completion of the sale and purchase agreement dated 29 August 2024 entered into by Teju Logistics Sdn Bhd and Pacific Trustees, approval be and is hereby given for Hextar Solutions Sdn Bhd (“HSSB”), an indirect wholly-owned subsidiary of HIB, to enter into a tenancy agreement with Pacific Trustees, the new owner of the Bintulu Property, for the tenancy of a parcel of land together with the buildings erected thereon, held under Title No. Lot 3122 Block 26, Kemena Land District, TRN 09-LCLS-032-026-03122, in the locality of Jalan Kidurong, Division of Bintulu, State of Sarawak (“Bintulu Tenancy Agreement”).

“AND THAT the Board be and is hereby authorised to do all acts, deeds, and things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Bintulu Tenancy with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in respect of the Proposed Bintulu Tenancy (including the Bintulu Tenancy Agreement); and deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise, and give full effect to the Proposed Bintulu Tenancy, in the interest of the Company.”

By Order of the Board

HEXTAR INDUSTRIES BERHAD

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)

Kuala Lumpur
20 December 2024

Notes:

(i) The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which requires the Chairman of the meeting to be present at the main venue of the meeting.

(ii) Members/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the date of the meeting.

(iii) Members/proxies/corporate representatives are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the Remote Participation and Voting facilities (“RPV”) provided by the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at <https://tjih.online>.

Please follow the “Procedures for RPV” in the Administrative Guide for the EGM and read the notes therein in order to participate remotely via RPV.

(iv) A member of the Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at the meeting of members of the Company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member’s shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.

(v) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than 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.

(vi) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

(vii) Where a member or the authorised nominee appoints more than 2 proxies, or where an exempt authorised nominee appoints more than 1 proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the Form of Proxy.

(viii) The Form of Proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the Form of Proxy must be made either under its common seal or signed by an officer or an attorney duly authorised.

(ix) A member who has appointed a proxy or attorney or corporate representative to participate and vote at the EGM must request his/her proxy or attorney or corporate representative to register himself/herself for the RPV at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Guide for the EGM.

(x) 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 48 hours before the time appointed for holding the EGM or adjourned meeting:

(a) In hard copy form

In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(b) By electronic form

The Form of Proxy can be electronically lodged at <https://tjih.online>. Please refer to the Administrative Guide on the procedure for electronic lodgement of Form of Proxy.

(xi) Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.

(xii) Last date and time for lodging the Form of Proxy is **Wednesday, 22 January 2025 at 10.00 a.m.**

(xiii) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company in accordance with Note (x)(a) above **not less than 48 hours before the time appointed for holding the EGM** or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariately and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

(xiv) For a corporate member who has appointed a representative, please deposit the **ORIGINAL OR DULY CERTIFIED** certificate of appointment with the Share Registrar of the Company in accordance with Note (x)(a) above. The certificate of appointment should be executed in the following manner:

(a) 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.

(b) 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) authorised officers, of whom one shall be a director; or
- any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(xv) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a **Record of Depositors as at 17 January 2025** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.