



HEXTAR INDUSTRIES BERHAD
(Registration No.: 201101044580 (972700-P))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Hextar Industries Berhad ("HIB" or the "Company") to be held virtually through live streaming from the Broadcast Venue at No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor ("**Broadcast Venue**") on Wednesday, 12 October 2022 at 3:00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY HIB FROM HEXTAR HOLDINGS SDN BHD ("HHSB") OF 100% EQUITY INTEREST IN HEXTAR FERTILIZERS LIMITED ("HFL") FOR A TOTAL PURCHASE CONSIDERATION OF RM480,000,000 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 1,600,000,000 NEW ORDINARY SHARES IN HIB ("CONSIDERATION SHARES") AT AN ISSUE PRICE OF RM0.30 PER CONSIDERATION SHARE ("PROPOSED ACQUISITION")

"**THAT**, subject to fulfilment of the conditions precedent and the approvals of all relevant parties and/or authorities being obtained, where required, approval be and is hereby given for the Company to acquire 100% equity interest in HFL, comprising 5 ordinary shares of USD0.10 from HHSB for a total purchase consideration of RM480,000,000 to be satisfied via the issuance and allotment of 1,600,000,000 new ordinary shares in HIB at an issue price of RM0.30 per Consideration Share, upon the terms and conditions set out in the conditional share sale agreement dated 8 August 2022 entered into between the Company and HHSB in respect of the Proposed Acquisition;

THAT, any statutory pre-emptive rights to the Consideration Shares in respect of the Proposed Acquisition which rank equally to all existing ordinary shares in issue that each shareholder of HIB have pursuant to Section 85 of Companies Act 2016 and the constitution of HIB, be waived;

AND THAT approval be and is hereby given to the Board of Directors of the Company ("**Board**") to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Acquisition, with full powers and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Acquisition."

BY ORDER OF THE BOARD

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

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

Company Secretaries

Selangor

27 September 2022

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 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://tihi.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://tihi.online>. Please follow the Procedures for RPV in the Administrative Details 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 at 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://tihi.online>. Please refer to the Administrative Details 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 **Monday, 10 October 2022 at 3:00 p.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 notarially 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:
 1. at least two (2) authorised officers, of whom one shall be a director; or
 2. 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 5 October 2022** 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.