

**HEXTAR RETAIL BERHAD**  
[Registration No. 200301031466 (633887-M)]  
(Incorporated in Malaysia)

Minutes of the Twenty-Second Annual General Meeting (“22nd AGM”) of the Company held at Level 17-01, Hextar Tower, Empire City, No. 8, Jalan Damansara PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan on Thursday, 19 June 2025 at 11.00 a.m.

Present : Directors

Datuk Iskandar Bin Sarudin	Independent Non-Executive Chairman
Mr Vo Nghia Huu	Managing Director
Dr Lim Chee Lip	Executive Director and Chief Commercial Officer
Ms Ooi Youk Lan	Non-Independent Non-Executive Director
Mr Teh ZiYang	Independent Non-Executive Director
Ms Khor Hun Nee	Independent Non-Executive Director
Ms Fong Wai Yi	Chief Financial Officer

External Auditors

Ms Lam Sook Fun	} Representatives from Messrs UHY } Malaysia PLT }
Ms Sherine Lai	
Mr Samson Yeow	

In Attendance

Ms Grace Tan Seiw Ling	Representing the Company Secretary
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Shareholders & Proxies (As per Attendance List)

**1. CHAIRMAN**

Datuk Iskandar Bin Sarudin, the Independent Non-Executive Chairman, presided as Chairman of the Meeting and welcomed everyone to the 22nd AGM of the Company. He informed that the meeting was convened to transact the business as set out in the Notice of 22nd AGM dated 30 April 2025.

The Chairman then proceeded to introduce the members of the Board, Chief Financial Officer, the representative of the Company Secretary and the representatives of the External Auditors.

**2. QUORUM**

Upon confirmation by Ms Grace Tan Seiw Ling, the representative of the Company Secretary, it was declared that a quorum was present in accordance with Clause 70 of the Company’s Constitution. The Chairman then called the meeting to order.

**3. NOTICE OF THE MEETING**

The Chairman informed that the Notice of the 22nd AGM dated 30 April 2025 had been duly circulated to all shareholders and published in the New Straits Times. With the consent of the members, the Notice was taken as read.

**4. PRESENTATION OF THE GROUP’S PERFORMANCE**

Ms Fong Wai Yi, the Company’s Chief Financial Officer, presented an overview of the Group’s financial performance for 2024. She highlighted that the Group recorded a significant improvement in its overall financial results compared to the previous financial year. Key financial highlights were as follows:

- (i) The Group recorded revenue of RM57.7 million for the financial year ended 31 December 2024, an increase of RM13.2 million or 29.7% compared to the preceding financial year.
- (ii) Export sales accounted for 83.3% of total revenue, primarily from North America.
- (iii) Gross profit stood at RM19.6 million, an increase of 81.7%, in line with revenue growth. The improvement was further supported by a stronger gross profit margin, which rose by 9.7% compared to the financial year ended 31 December 2023. The profit after tax attributable to owners of the Company amounted to RM1.6 million resulting in an earnings per share of 0.36 sen.
- (iv) The Group recorded a profit before tax of RM2.2 million and a profit after tax of RM1.1 million.

The Group's net assets increased to RM208 million, primarily driven by higher total assets, partially offset by an increase in lease liabilities arising from lease arrangements for retail outlets. The Group maintained a strong financial position, with cash reserve of RM55.7 million and positive net operating cash flow of RM10.9 million. The current ratio remained healthy at 12.5 times. Interest-bearing debt was minimal, with hire purchase liabilities amounting to RM391,000, representing 0.18% of total equity.

- (v) The issued share capital of the Company as at 31 December 2024 stood at RM123.45 million comprising 493,191,000 ordinary shares. This included a private placement exercise during the year amounting to 113,813,000 new shares, which raised RM55.49 million.
- (vi) The Company incurred a total capital expenditure of RM10.68 million during the financial year, mainly attributed to the following:
  - Renovation: RM5.24 million (49.1%)
  - Equipment, Furniture & Fittings: RM4.24 million (39.7%)
  - Motor Vehicles: RM0.79 million (7.4%)
  - Asset Under Construction: RM0.39 million (3.6%)
  - Plant and Machinery: RM0.02 million (0.2%)

The Managing Director, Mr Vo Nghia Huu, delivered a forward-looking statement on the Group's outlook and its strategic response to global economic challenges.

He highlighted that the global economy continues to face significant headwinds, including:

- Heightened geopolitical risks,
- Uncertainty surrounding the outcomes of international trade negotiations, and
- Shifts in global trade policies,

all of which may have an impact on global demand and operating costs for the Group.

In response to these challenges, Mr Vo Nghia Huu informed that the Group is proactively undertaking several key measures:

- Implementing cost-saving initiatives across operational segments;
- Enhancing production efficiency to support profitability and margin stability; and
- Upholding product and service quality to ensure consistent delivery across all markets.

He further shared that the wooden picture frame mouldings division is actively exploring new market opportunities, both domestically and internationally, as part of its division-specific strategy. These initiatives are aimed at mitigating concentration risks, improving earnings visibility, and sustaining long-term competitiveness in an evolving market landscape.

Mr Vo Nghia Huu concluded by reaffirming the Board's commitment to executing its strategic roadmap, strengthening operational foundations, and delivering sustainable value to shareholders.

The Executive Director and Chief Commercial Officer, Dr Lim Chee Lip, shared insights on the global economic landscape, emerging retail market trends, and the Group's forward-looking strategic direction.

Dr Lim briefed the shareholders on the performance and strategic direction of the Group's retail segment. He noted that Malaysia's economy recorded a growth of 4.4% in Q1 2025, supported by strong domestic demand, favourable labour market conditions, and income-enhancing policies such as the revised minimum wage and salary adjustments for civil servants. This positive economic backdrop continued to support household spending and retail activity.

He further shared that in response to the increasingly competitive retail F&B landscape, the Group is focused on strengthening its presence and capabilities. Key strategic priorities include scaling up operations, capturing new market opportunities, and adapting to evolving consumer behaviour. The Group is also progressively incorporating technology-enabled retail solutions to enhance operational efficiency and customer experience.

With a strong market focus, these initiatives aim to reinforce the Group's industry positioning and support long-term growth. Dr Lim concluded by stating that the Group remains cautiously optimistic about the retail outlook for 2025 and is committed to delivering sustainable value to shareholders.

## 2. **VOTING PROCEDURE**

The Chairman explained that all resolutions would be voted by poll as required under the Company's Constitution. Polling would be conducted after all 7 ordinary resolutions had been tabled and deliberated.

## **ORDINARY BUSINESS**

### 3. **AUDITED FINANCIAL STATEMENTS, DIRECTORS' AND AUDITORS' REPORTS FOR THE YEAR ENDED 31 DECEMBER 2024**

The Chairman informed the meeting that the provision of Section 340(1)(a) of the Companies Act 2016 requires that the Audited Financial Statements and the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2024 be laid before the Company at the 22nd AGM. As such, this agenda would not be put for voting by members.

The Chairman placed on record that the Audited Financial Statements had been duly received by all shareholders.

### 4. **PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM300,000 FROM 19 JUNE 2025 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

Ordinary Resolution 1 – Approval of Directors' fees payable to the Non-Executive Directors up to an amount of RM300,000 from 19 June 2025 until the conclusion of next Annual General Meeting was tabled before the meeting for consideration.

The motion to approve the Directors' fees payable to the Non-Executive Directors up to an amount of RM300,000 from 19 June 2025 until the conclusion of next Annual General Meeting would be voted by way of poll.

5. **PAYMENT OF DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM50,000 FROM 19 JUNE 2025 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

Ordinary Resolution 2 – Approval of Directors' benefits payable to the Non-Executive Directors up to an amount of RM50,000 from 19 June 2025 until the conclusion of next Annual General Meeting was tabled before the meeting for consideration.

The motion to approve the Directors' benefits payable to the Non-Executive Directors up to an amount of RM50,000 from 19 June 2025 until the conclusion of next Annual General Meeting would be voted by way of poll.

6. **RE-ELECTION OF DIRECTORS**

Ordinary Resolution 3 – Re-election of Ms Ooi Youk Lan was tabled before the meeting for consideration.

The motion to re-elect Ms Ooi Youk Lan who was retiring in accordance with Clause 97 of the Company's Constitution, would be voted by way of poll.

Ordinary Resolution 4 – Re-election of Mr Teh ZiYang was tabled before the meeting for consideration.

The motion to re-elect Mr Teh ZiYang who was retiring in accordance with Clause 97 of the Company's Constitution, would be voted by way of poll.

7. **RE-APPOINTMENT OF MESSRS UHY MALAYSIA PLT AS AUDITORS**

Ordinary Resolution 5 – Re-appointment of Messrs UHY Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration was tabled before the meeting for consideration.

The motion to re-appoint Messrs UHY Malaysia PLT as Auditors of the Company would be voted by way of poll.

**SPECIAL BUSINESS**

8. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 6 – Authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 was tabled before the meeting for consideration.

The motion to authorise the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 as set out in the notice of meeting would be voted by way of poll.

9. **PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY ("PROPOSED RENEWAL OF AUTHORITY")**

Ordinary Resolution 7 – Approval of the Proposed Renewal of Authority for Purchase of Own Shares by the Company ("Proposed Renewal of Authority") was tabled before the meeting for consideration.

The motion for the Proposed Renewal of Authority would be voted by way of poll.

**10. QUESTIONS AND ANSWERS SESSION (“Q&A SESSION”)**

The meeting proceeded to the Q&A session. The representative of the Company Secretary informed that no questions were received from the Minority Shareholders Watch Group (MSWG).

A shareholder raised several questions regarding the Company’s financial performance, retail segment outlook, dividend declarations, exposure to geopolitical risks, and long-term business strategy. The questions and responses were recorded as follows:

- Q1 Observations on the declining financial trend over the past five years despite the increase in revenue for financial year (“FY”) 2024.*
- A1* While revenue increased in FY2024, historical declines were influenced by challenges in legacy business segments. The Group is now focusing on improving overall profitability through strategic transformation and better cost management.
- Q2 Segmental losses as disclosed on page 122 of the Annual Report and the timeline for potential recovery.*
- A2* The segmental losses primarily stem from the retail segment, which is still in its early stage of development. However, these losses are expected to gradually narrow as the retail business scales up and benefits from operational efficiencies over time.
- Q3 Clarification on the absence of dividend declaration for FY2024 in light of the Group’s strong balance sheet.*
- A3* No dividend was declared for FY2024 as the Group seeks to preserve capital for ongoing business expansion and its retail transformation plans. Future dividend declarations will be considered based on the Group’s profitability, cash flow position, and funding requirements.
- Q4 Concerns about the continued viability of the wooden picture frame segment given market changes.*
- A4* While the wooden picture frame segment continues to be a profitable and cash-generative business, the Group is proactively pursuing diversification initiatives to reduce long-term reliance on this segment and to ensure sustainable growth. The Group is also actively exploring new market opportunities to foster growth and maintain its competitiveness.
- Q5 Potential business strategy adjustments, including diversification into upstream or downstream related segments.*
- A5* The Group is actively exploring strategic integration opportunities in both upstream segments (such as raw material sourcing) and downstream segments (such as branded retail). These initiatives aim to enhance the Group’s competitiveness, strengthen supply chain resilience, and improve overall margin contribution.
- Q6 Market impact of ongoing geopolitical tensions, particularly involving the US and Australia.*
- A6* Despite challenges in the global environment, the Group’s export volumes have remained stable, supported by its diversified market presence and proactive foreign exchange risk management strategies.

Q7 The outlook for remaining quarters of FY2025 given a less promising Q1 performance.

A7 The Group remains cautiously optimistic and, with ongoing marketing initiatives and operational optimisation efforts, expects to achieve improved performance in the second half of FY2025.

The Chairman thanked shareholders for their engagement and constructive feedback.

# **11. COMMENCEMENT OF POLL VOTING**

The Chairman informed shareholders that no notice of any other business had been received for this Annual General Meeting. As all the resolutions had been tabled, the meeting would now proceed to the polling process for the seven (7) Ordinary Resolutions.

The Company had appointed Boardroom Share Registrars Sdn Bhd as the Poll Administrator and SKY Corporate Services Sdn Bhd as the Independent Scrutineer to oversee and verify the poll results.

The Chairman then invited a representative from Boardroom Share Registrars Sdn Bhd to brief the shareholders on the polling procedure.

# **12. ADJOURNED OF MEETING FOR VERIFICATION OF POLL RESULTS**

The meeting was adjourned at 11.20 a.m. to enable the Independent Scrutineer to verify the poll results.

# **13. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF POLL RESULTS**

The meeting re-convened at 11.55 a.m. for the announcement of the results of the poll voting by the Chairman as follows:-

Resolutions	Votes For			Votes Against		
	No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%
Ordinary Resolution 1	28	189,924,330	99.9984	3	3,100	0.0016
Ordinary Resolution 2	28	189,924,330	99.9984	3	3,100	0.0016
Ordinary Resolution 3	28	189,924,330	99.9984	3	3,100	0.0016
Ordinary Resolution 4	28	189,924,330	99.9984	3	3,100	0.0016
Ordinary Resolution 5	28	189,924,330	99.9984	3	3,100	0.0016
Ordinary Resolution 6	27	189,921,330	99.9968	4	6,100	0.0032
Ordinary Resolution 7	28	189,924,330	99.9984	3	3,100	0.0016

Upon verification by the Independent Scrutineer, the Chairman declared that all the Ordinary Resolutions 1 to 7 were duly passed by requisite majority.

**Ordinary Resolution 1**

It was resolved that the Directors' fees payable to the Non-Executive Directors up to an amount of RM300,000 from 19 June 2025 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

**Ordinary Resolution 2**

It was resolved that the Directors' benefits payable to the Non-Executive Directors up to an amount of RM50,000 from 19 June 2025 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

**Ordinary Resolution 3**

It was resolved that Ms Ooi Youk Lan who is retiring in accordance with Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Ordinary Resolution 4**

It was resolved that Mr Teh ZiYang who is retiring in accordance with Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Ordinary Resolution 5**

It was resolved that Messrs UHY Malaysia PLT be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.

**Ordinary Resolution 6**

It was resolved that subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if applicable), the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution, does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, unless revoked or varied by an ordinary resolution of the Company at a general meeting, whichever is the earlier.

Ordinary Resolution 7

It was resolved that subject to the Companies Act 2016 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution and the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, 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:

- (i) the aggregate number of shares purchased does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits of the Company at the time of purchase; and
- (iii) the Directors of the Company may resolve to retain the shares so purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder, where such shares are held as treasury shares, the Directors may resell the treasury shares or transfer the treasury shares or cancel the treasury shares or distribute the treasury shares as dividends to shareholders.

AND THAT the authority conferred by this resolution will commence immediately upon the passing of this ordinary resolution and will continue to be in force until:

- (i) the conclusion of the next AGM at which time it shall lapse unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first,

but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities and/or any other relevant governmental and/or regulatory authorities.

AND THAT the Directors of the Company be and are hereby authorized to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities from time to time or as the Directors may deem fit and expedient in the best interest of the Company.



14. **TERMINATION OF MEETING**

There being no other business, the meeting ended at 12.15 p.m. with a vote of thanks to the Chair.

Confirmed as correct record,

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**DATUK ISKANDAR BIN SARUDIN**  
Chairman