

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.

Bursa Securities has not perused the Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and the Proposed Renewal of Authority for Share Buy Back, except in respect of the new shareholders’ mandate for the additional Recurrent Related Party Transactions on a limited review basis pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities, prior to the issuance of this Circular.



HEXTAR GLOBAL BERHAD

Registration No: 199001014551 (206220-U)
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”)

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY BACK

The resolutions in respect of the above proposals will be tabled at the Company’s Thirty-First Annual General Meeting (“31st AGM”). The Notice of the 31st AGM together with the Proxy Form are enclosed together with the Annual Report 2021 of the Company. Details of the Company’s AGM which will be conducted on a **fully virtual basis** by way of live streaming and online remote voting through Remote Participation and Voting (“RPV”) facilities via TIIH Online websites at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Share Registrar”, “Tricor” or “TIIH”) in Malaysia are set out below:

Date and time of the AGM : Monday, 23 May 2022 at 10.00 a.m.
Last date and time for lodging the Proxy Form : Saturday, 21 May 2022 at 10.00 a.m.

If you decide to appoint proxy(ies) to attend, participate, speak and vote on your behalf at the 31st AGM are requested to complete, sign and return the original Proxy Form in accordance with the instructions contained therein as soon as possible and in the event so as to arrive at the office of the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur 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, or by electronic lodgement via **TIIH Online** at <https://tiih.online> on or before the time and the date indicated above should you be unable to attend the meeting. The lodging of the Proxy Form will not preclude you from attending and voting remotely at the meeting if you subsequently wish to do so.

This Circular is dated 22 April 2022.

DEFINITIONS

In this Circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	:	The Companies Act, 2016 and any amendments made thereto from time to time
“AGM”	:	Annual General Meeting of the Company
“Board”	:	The Board of Directors of Hextar Global Berhad
“BSSB”	:	Binapuri Sakti Sdn Bhd, a company where DELTA has beneficial interest by way of trust deed
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Code”	:	The Malaysian Code on Take-Overs and Mergers, 2010 (revised) and any amendments made thereto from time to time
“Dato’ Eddie Ong”	:	Dato’ Eddie Ong Choo Meng
“Director”	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of Hextar, its subsidiary or holding company or a chief executive of Hextar, its subsidiary or holding company
“David Yaory”	:	Person Connected and Major Shareholder of DELTA and DGW. HHSB and Persons Connected with HHSB and Hextar do not have any interest in DELTA and DGW. He is deemed as a Person Connected with Dato’ Eddie Ong by virtue of his business partnership with Dato’ Eddie Ong pursuant to Section 197 (1) (d) of the Act
“DELTA”	:	PT Delta Giri Wacana, a company owned by David Yaory
“DGW”	:	PT Dharma Guna Wibawa, a company owned by David Yaory
“EPS”	:	Earnings per shares
“Hextar” or “Company”	:	Hextar Global Berhad
“Hextar Group” or “Group”	:	Hextar and its subsidiaries, collectively
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities and any amendments made or to be made from time to time
“HAMSB”	:	Hextar Asset Management Sdn Bhd, a wholly-owned subsidiary of HHSB
“HBBSB”	:	Hextar Biogas BEE Sdn Bhd, a 55% owned subsidiary of Hextar, 21% owned by Lian Dazhi, 15% owned by Luo Deming, 7% owned by Lim Swee Sang and the remaining of 2% owned by Lim Eng Bee (all individuals are unrelated third parties to Hextar Group)
“HCGSB”	:	Hextar Chemicals Group Sdn Bhd, a wholly-owned subsidiary of Hextar

“HCSB”	:	Hexstar Chemicals Sdn Bhd, a wholly-owned subsidiary of HCGSB which is wholly-owned by Hexstar
“HFSB”	:	Hexstar Hert Sdn Bhd , wholly-owned subsidiary of HHSB
“HHSB”	:	Hexstar Holdings Sdn Bhd, the ultimate holding company of Hexstar (61.27%)
“HICSB”	:	Hexstar Industrial Chemicals Sdn Bhd, a wholly-owned subsidiary of HHSB
“HKCSSB”	:	Hexstar KCS Sdn Bhd, a 65% owned subsidiary of HHSB and the remaining of 35% is owned by KCS Chemicals Solution Sdn Bhd (an entity that is not related to Hexstar Group)
“HKSB”	:	Hexstar Kimia Sdn Bhd (formerly known Enra Kimia Sdn Bhd), a 49% owned subsidiary of Hexstar and the remaining of 51% is owned by Ekopintar Sdn Bhd (an entity that is not related to Hexstar Group)
“HMSB”	:	Hexstar Mitai Sdn Bhd, a 70% owned subsidiary of HHSB and the remaining of 30% is owned by Ke Tung Chen (an unrelated third party to Hexstar Group)
“HOGSB”	:	Hexstar Oil & Gas Sdn Bhd, a wholly-owned subsidiary of HHSB
“HRDISB”	:	Hexstar R&D International Sdn Bhd, a wholly-owned subsidiary of HCGSB which in turn is a wholly-owned subsidiary of Hexstar
“HSSB”	:	Hexstar Solution Sdn Bhd, a wholly-owned subsidiary of HHSB
“HUSB”	:	Hexstar Unitop Sdn Bhd, a 50%-owned joint venture of HCGSB which in turn is a wholly-owned subsidiary of Hexstar
“HXMSB”	:	Halex Marketing Sdn Bhd, a wholly-owned subsidiary of Halex (M) Sdn Bhd which is wholly owned by Hexstar
“LPD”	:	30 March 2022, being the latest practicable date for ascertaining certain information contained in this Circular
“Major Shareholder”	:	<p>A person who has an interest or interests in one (1) or more voting shares in the company and the number or aggregate number of those shares, is:-</p> <p>(a) 10% or more of the total number of voting shares in the company; or (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company.</p> <p>For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. A Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company.</p>
“NA”	:	Net assets

- “Person Connected” : In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:
- (a) a family member of the Director or Major Shareholder;
 - (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary;
 - (c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
 - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the Director, Major Shareholder and/or persons connected with the Director or Major Shareholder are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (g) a body corporate which is a related corporation of the Director or Major Shareholder.
- “Proposed Renewal” : The proposed renewal of authority for the Company to purchase up to ten percent (10%) of the issued and paid-up share capital of the Company
- “Proposed Renewal of Shareholders’ Mandate” : Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature which are necessary for its day-to-day operations and are in the ordinary course of business of the Group as set out in Section 2.3.3 (a) of this Circular
- “Proposed New Shareholders’ Mandate” : Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature which are necessary for its day-to-day operations and are in the ordinary course of business of the Group as set out in Section 2.3.3 (b) of this Circular
- “Proposed Shareholders’ Mandate” : Collectively, the Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate, approvals of which are being sought from the shareholders at the forthcoming AGM
- “Recurrent Related Party Transactions” or “RRPTs” : Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group and are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders
- “Related Party(ies)” : A Director, Major Shareholder of the Hextar Group or Person Connected with such Director or Major Shareholder
- “RM or Sen” : Ringgit Malaysia and sen respectively

- “RASB” : Rubberex Alliance Sdn Bhd, a wholly-owned subsidiary of Diamond Grip (M) Sdn Bhd which in turn is a wholly-owned subsidiary of Rubberex Corporation (M) Berhad. Dato’ Eddie Ong is a non-independent non-executive director as well as a major shareholder in Rubberex Corporation (M) Berhad
- “Shareholder’s Mandate” : Shareholders’ mandate for the Recurrent Related Party Transactions
- “Treasury Shares” : The Purchase Shares which are or will be retained in treasury by the Company and shall have the meaning given under Section 76A of the Act
- “VSB” : Vitallium Sdn Bhd, a company where DELTA has beneficial interest by way of trust deed

All references to “you” in this Circular are referred to the Company’s shareholders.

Words importing the singular shall, where applicable, include the plural and vice versa, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include companies or corporations, unless otherwise specified.

Any enactment referred to in this Circular is a reference to that enactment currently enforced and as may be amended from time to time and any re-enactment thereof.

All references to dates and time in this Circular are references to dates and time in Malaysia, unless otherwise stated.

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PART A – CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”)

TABLE OF CONTENTS

LETTER TO THE SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RRPT:

	Page No.
1. INTRODUCTION	<u>1</u>
2. DETAILS OF THE PROPOSED SHAREHOLDERS’ MANDATE	
2.1 Shareholders’ Mandate	2
2.2 Details of the Proposed Shareholders’ Mandate	2
2.3 Class and Nature of Recurrent Related Party Transactions	5
2.3.1 Class of Related Parties	5
2.3.2 Interest of Directors, Major Shareholders and Persons connected to them	6
2.3.3 Nature of Recurrent Related Party Transaction	7
3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS’ MANDATE TO THE HEXSTAR GROUP	
3.1 Rationale	13
3.2 Benefits	13
4. REVIEW METHODS OR PROCEDURES OF THE PROPOSED SHAREHOLDERS’ MANDATE	
4.1 Review Methods or Procedures	13
4.2 Threshold of Authority	14
4.3 Abstain from Voting	15
4.4 Disclosure	15
5. STATEMENT BY AUDIT COMMITTEE	15
6. CONDITION FOR THE PROPOSED SHAREHOLDERS’ MANDATE	16
7. EFFECTS OF THE PROPOSED SHAREHOLDERS’ MANDATE	16
8. DIRECTORS’ AND MAJOR SHAREHOLDERS’ INTERESTS	16
9. DIRECTORS’ RECOMMENDATION	16
10. AGM	16
11. FURTHER INFORMATION (APPENDIX 1)	19

PART B – STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY BACK

TABLE OF CONTENTS

THIS STATEMENT CONTAINS: -	Page No.
1. INTRODUCTION	21
2. DETAILS OF THE PROPOSED RENEWAL	21
3. RATIONALE FOR THE PROPOSED RENEWAL	22
4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL	22
5. FUNDING	23
6. FINANCIAL EFFECTS TO THE PROPOSED SHARE BUY-BACK	23
7. PUBLIC SHAREHOLDING SPREAD	26
8. IMPLICATIONS OF THE CODE	27
9. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED	27
10. PURCHASE OF SHARES AND RESALE OF TREASURY SHARES	27
11. SHARE PRICES	28
12. APPROVALS REQUIRED	28
13. DIRECTORS' RECOMMENDATION	28
14. FURTHER INFORMATION	28
15. APPENDIX	28

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE



HEXTAR GLOBAL BERHAD

Registration No: 199001014551 (206220-U)
(Incorporated in Malaysia)

Registered Office:

Unit 30-01, Level 30, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8 Jalan Kerinchi
59200 Kuala Lumpur

22 April 2022

Directors:

Y.D.H. Dato' Sri Dr. Erwan bin Dato' Haji Mohd Tahir (*Independent Non-Executive Chairman*)
Y. Bhg. Dato' Ong Soon Ho (*Non-Independent Non-Executive Vice Chairman*)
Y. Bhg. Dato' Eddie Ong Choo Meng (*Executive Director*)
Lee Chooi Keng (*Executive Director*)
Yeoh Chin Hoe (*Senior Independent Non-Executive Director*)
Liew Jee Min @ Chong Jee Min (*Independent Non-Executive Director*)

To: The Shareholders of Hextar Global Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Thirtieth ("30th") AGM of the Company held on 31 May 2021, the Company had obtained a mandate from its shareholders to enter into RRPTs with the Related Parties. The Existing Shareholders' Mandate will expire at the conclusion of the forthcoming 31st AGM scheduled to be held on 23 May 2022.

The Company has on 28 March 2022 announced its intention to seek shareholders' approval for the Proposed Shareholders' Mandate.

The purpose of this Circular is to provide you with the relevant details of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution in relation thereto to be tabled at the forthcoming AGM.

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2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Shareholders' Mandate

In compliance with Paragraph 10.09 of the Listing Requirements, Hextar proposes to seek its shareholders' approval for the Proposed Shareholders' Mandate which will enable the Hextar Group to enter into the Recurrent Related Party Transactions as set out in Section 2.3.3 below.

The Proposed Shareholders' Mandate will, if approved by shareholders at the forthcoming AGM, be subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time this Shareholders' Mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340 (2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

The Proposed Shareholders' Mandate shall apply in respect of all Recurrent Related Party Transactions to be entered into from the date of the forthcoming AGM to the next AGM. Thereafter, approval from shareholders for a renewal of Shareholders' Mandate will be sought at each subsequent AGM of Hextar.

In making the disclosure of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the existing Shareholders' Mandate, Hextar will provide a breakdown of the aggregate value of the Recurrent Related Party Transactions to be made from 31 May 2021 to the 31st AGM to be convened in 2022 in Section 2.3.3 if this Circular based on the following information:-

- (a) the type of the Recurrent Related Party Transactions made; and
- (b) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Group.

Shareholders are advised to refer to pages 5 – 12 of this Circular for further details.

2.2 Details of the Proposed Shareholders' Mandate

Hextar is proposing to seek its shareholders' approval for the Proposed Shareholders' Mandate to enable the Group to continue entering into the Recurrent Related Party Transactions with the Related Parties.

The Company is principally an investment holding company whilst the principal activities of its subsidiaries are as follows:-

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Hextar's Subsidiaries	Effective Ownership Interest	Principal activities
Halex Woolton (M) Sdn Bhd	100%	Manufacturing and distributions of disposable healthcare products
Halex Link Sdn Bhd ("HLSB") (In member's voluntary winding up)	100%	Buying, selling, renting and operating of self-owned or leased real estate non-residential buildings
Halex Management Sdn Bhd	100%	Provision of management services
Halex (M) Sdn Bhd	100%	Marketing, distributions and agency of agrochemicals
Hextar IOT Sdn Bhd	100%	Marketing, distribution and supply consultancy and management services
HCGSB	100%	Investment holding
HBBSB	55%	(i) Providing services related to integrated process and system using biological green technology (ii) Providing consultancy, research and development, design, manufacturing and commissioning and testing, maintenance, and service to produce methane gas or organic fertilizer (iii) Investment holding
Chempro Technology (M) Sdn Bhd ("CTSB")	100%	General Agent and Trading in Institutional and Industrial Chemicals
Alpha Aim (M) Sdn Bhd ("AASB")	100%	Manufacturing and Trading Industrial Chemicals Detergent and Related Products
Nobel Synthetic Polymer Sdn Bhd ("NSPSB")	100%	Manufacturing of Chemicals Derivatives, Coating and Related Products
Nobel Scientific Sdn Bhd ("NSSB")	100%	Manufacturing of Chemicals Derivatives, Coating and Related Products
HKSB	49%	Manufacture, Blending, Bulk Storage, Repacking and Specialty Chemicals, Catalysts and Adsorbents
Tufbond Technology Sdn Bhd ("TTSB")	100%	Trading & Manufacturing of Polymers, Adhesive Product, Machineries, Provision of Technical Assistance & Technology Transfer
Hextar Agriculture Sdn Bhd ("HASB")	100%	Manufacturing and marketing of a wide range of fertilisers and the trading of agrochemical products
Held through Halex (M) Sdn Bhd:		
Halex Industries (M) Sdn Bhd	100%	Formulations and distributions of agricultural chemicals, fertilisers and compounds
Halex Biotechnologies Sdn Bhd	100%	Horticulture and agro-biotechnology
Halex Marketing Sdn Bhd	100%	Trading of disposal healthcare products
Halex Realty Sdn Bhd	100%	Investment in landed property
Halex Chemicals (S) Pte Ltd	100%	Trading of fertilizers and agriculture chemicals
Pengedaran Beras Lestari Sdn Bhd	100%	Wholesale of rice, other grains, flour and sugars

Hextar's Subsidiaries	Effective Ownership Interest	Principal activities
Held through CTSB:		
Protek Chemicals & Engineering (B) Sdn Bhd	99.99%	Retailer of specialized cleaning and sanitizing chemicals and other related services
Held through HCGSB:		
HCSB	100%	Production and trading of pesticides/ agrochemicals
HRDISB	100%	R&D activities and the provision of laboratory services in relation to agrochemicals
HUSB	50%	Production and trading of special chemicals
Held through HBBSB:		
Biogas Environmental Engineering Sdn Bhd ("BEESB")	100%	Business of biological technology to process the waste from palm oil processing mill or other industries to produce methane (biogas) or organic fertiliser
Held through HKSB:		
Hextar Oilfield Chemicals Sdn Bhd (formerly known as ENRA Oilfield Chemicals Sdn Bhd)	100%	Marketing, Selling and Distribution of Equipment and Machineries as well as Provision of After-Sales Services Including Maintenance, Repair and Overhauling.
Hextar Downstream Services Sdn Bhd (formerly known as ENRA Downstream Services Sdn Bhd)	100%	Principally engaged in the provision of innovative field development, refurbishment and abandonment solutions to the global upstream oil and gas industry
Hextar Kimia (Australia) Pty. Ltd. (formerly known as ENRA Kimia (Australia) Pty. Ltd. ("Hextar Kimia (Australia)"))	100%	Investment holding
Held through Hextar Kimia (Australia):		
International Chemicals Engineering Pty. Ltd.	100%	Supplier of liquid odorant, dosing systems and servicing to gas delivery and storage systems

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2.3 Class and Nature of Recurrent Related Party Transactions

The Proposed Shareholders' Mandate will apply to transactions with Related Parties comprising Directors, Major Shareholders and/or persons connected with such Directors and/or Major Shareholders of the Hextar Group and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Director or Major Shareholder of the Hextar Group.

The Related Parties are as described below:

2.3.1 Classes of Related Parties

Directors and/or Major Shareholders and Persons Connected to Them:-

Related Parties	Nature of Relationships
Dato' Ong Soon Ho	<ul style="list-style-type: none"> Non-Independent Non-Executive Vice-Chairman of Hextar. Director and Major Shareholder of HHSB, the holding company of Hextar. A Major Shareholder of Hextar via his Substantial Shareholding and directorship in HHSB. Spouse of Datin Teoh who is a substantial shareholder of HHSB. Father of Dato' Eddie Ong, the Executive Director of Hextar.
Dato' Eddie Ong	<ul style="list-style-type: none"> Non-Independent Executive Director and Shareholder of Hextar. Group Managing Director/Group Chief Executive Officer of the HHSB Group of Companies. A Major Shareholder of Hextar via his substantial shareholding and directorship in HHSB. Son of Dato' Ong Soon Ho and Datin Teoh.
Datin Teoh	<ul style="list-style-type: none"> Datin Teoh Siew Yoke @ Teoh Siew Chin is the spouse of Dato' Ong Soon Ho and the mother of Dato' Eddie Ong. A Major Shareholder of HHSB.
HHSB	<ul style="list-style-type: none"> Major Shareholder of Hextar via its direct interest of (61.27%).
Lee Chooi Keng	<ul style="list-style-type: none"> Director and Shareholder of Hextar. Director of Halex (M) Sdn Bhd, HLSB, Halex Management Sdn Bhd, Halex Woolton (M) Sdn Bhd, Hextar IOT Sdn Bhd, Halex Biotechnologies Sdn Bhd, Halex Industries (M) Sdn Bhd, HXMSB, Halex Realty Sdn Bhd, HCGSB, HRDISB, HUSB, HKCSSB, HBBSB, BEESB, AASB, NSSB, NSPSB, CTSB and TTSB.
Teh Li King	<ul style="list-style-type: none"> Director of Halex Woolton (M) Sdn Bhd, HLSB, Halex Management Sdn Bhd, Hextar IOT Sdn Bhd, Halex Industries (M) Sdn Bhd, Halex Biotechnologies Sdn Bhd, Halex Realty Sdn Bhd, Halex Chemicals (S) Pte Ltd, HCGSB, HCSB, HRDISB, HUSB, HXMSB, HFSB, HICSB, HOGSB and HKCSSB, HBBSB, BEESB, AASB, NSSB, NSPSB, CTSB and TTSB. He is also deemed as a Person Connected with Dato' Eddie Ong as he is the Group Chief Operating Officer of HHSB Group of Companies. A shareholder of Hextar.

Related Parties	Nature of Relationships
David Yaory	<ul style="list-style-type: none"> Person Connected and Major Shareholder of DELTA and DGW. Hextar and Persons Connected with HHSB and Hextar do not have any interest in DELTA and DGW. He is deemed as a Person Connected with Dato' Eddie Ong by virtue of his business partnership in foreign business entities that is not involved in the business of Hextar Group with Dato' Eddie Ong pursuant to Section 197 (1) (d) of the Act.

2.3.2 Interest of Directors, Major Shareholders and Persons Connected to Them

The direct and indirect interests of the interested Directors, Major Shareholders and persons connected with Directors and Major Shareholders in Hextar as at LPD are as follows:-

Interested Directors:-				
Name	Direct Interest	%	Indirect Interest	%
Dato' Ong Soon Ho	Nil	Nil	797,534,522*	61.27
Dato' Eddie Ong	99,531,600	7.65	797,534,522*	61.27
Madam Lee Chooi Keng	2,111,940	0.16	Nil	Nil

Note:

* Deemed interested by virtue of his interest in HHSB pursuant to Section 8 of the Act. HHSB is the holding company of Hextar.

Interested Major Shareholders and persons connected to Directors and/or Major Shareholders:-				
Name	Direct Interest	%	Indirect Interest	%
HHSB	797,534,522	61.27	-	-
Dato' Ong Soon Ho	-	-	797,534,522*	61.27
Datin Teoh	-	-	797,534,522*	61.27
Dato' Eddie Ong	99,531,600	7.65	797,534,522*	61.27
David Yaory	-	-	-	-
Teh Li King	1,612,000	0.12	-	-

Note:

* Deemed interested by virtue of his interest in HHSB pursuant to Section 8 of the Act. HHSB is the holding company of Hextar.

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2.3.3 Nature of Recurrent Related Party Transactions

The nature of transactions which will be entered into from the date of the forthcoming AGM until the next AGM, for which shareholders' mandate is being sought comprises the following:-

(a) Proposed Renewal of Shareholders' Mandate

No.	Nature of Recurrent Related Party Transaction	Related Parties	Interested Directors, Major Shareholder and Person Connected	*Estimated value as disclosed in existing mandate (RM'000)	Actual Value transacted from date of existing mandate up to the LPD (RM'000)	Estimated value from forthcoming 31 st AGM to the next 32 nd AGM (RM'000)
1.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - HFSB (Buyer)	<ul style="list-style-type: none"> - Dato' Ong Soon Ho - Dato' Eddie Ong - Datin Teoh - HHSB - Teh Li King, Person Connected with Dato' Eddie Ong 	1,000	423	1,000
2.	Purchase of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Buyer) - HICSB (Seller)		1,000	503	2,000
3.	Renting of warehouse at Lot 3A, Jalan Perigi Nenas 7/2, Kawasan Perindustrian Pulau Indah, Fasa 1, 42920, Pelabuhan Klang, Selangor Darul Ehsan, measuring 129,114 square feet with a monthly rental of RM64,500	- HCSB (Tenant) - HICSB (Landlord)		1,000	645	1,000
4.	Provision of facilities asset and management services including business consultation and support & cash management system	- HAMS B (Seller) - HCSB (Buyer)		6,000	1,800	6,000

No.	Nature of Recurrent Related Party Transaction	Related Parties	Interested Directors, Major Shareholder and Person Connected	*Estimated value as disclosed in existing mandate (RM'000)	Actual Value transacted from date of existing mandate up to the LPD (RM'000)	Estimated value from forthcoming 31 st AGM to the next 32 nd AGM (RM'000)
5.	Provision of facilities asset and management services including business consultation and support & cash management system	- HAMSB (Seller) - HRDISB (Buyer)	- Dato' Ong Soon Ho - Dato' Eddie Ong - Datin Teoh - HHSB - Teh Li King, Person Connected with Dato' Eddie Ong	2,000	150	2,000
6.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - HKCSSB (Buyer)		5,000	35	5,000
7.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - HOGSB (Buyer)		30,000	1,166	30,000
8.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - VSB (Buyer)		30,000	625	30,000
9.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - BSSB (Buyer)		10,000	461	10,000

No.	Nature of Recurrent Related Party Transaction	Related Parties	Interested Directors, Major Shareholder and Person Connected	*Estimated value as disclosed in existing mandate (RM'000)	Actual Value transacted from date of existing mandate up to the LPD (RM'000)	Estimated value from forthcoming 31 st AGM to the next 32 nd AGM (RM'000)
10.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - DGW (Buyer)	<ul style="list-style-type: none"> - Dato' Ong Soon Ho - Dato' Eddie Ong - Datin Teoh - HHSB - Teh Li King, Person Connected with Dato' Eddie Ong - David Yaory, Person Connected with Dato' Eddie Ong 	60,000	36,195	60,000
11.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - DELTA (Buyer)		60,000	17,275	60,000
12.	Provision of specialist service for product testing, research development and product formulation registration	- HRDISB (Seller) - VSB (Buyer)		2,000	-	2,000
13.	Provision of specialist service for product testing, research development and product formulation registration	- HRDISB (Seller) - BSSB (Buyer)		2,000	-	2,000
14.	Sales of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HCSB (Seller) - HSSB (Buyer)		<ul style="list-style-type: none"> - Dato' Ong Soon Ho - Dato' Eddie Ong - Datin Teoh - HHSB - Teh Li King, Person Connected with Dato' Eddie Ong 	5,000	26

No.	Nature of Recurrent Related Party Transaction	Related Parties	Interested Directors, Major Shareholder and Person Connected	*Estimated value as disclosed in existing mandate (RM'000)	Actual Value transacted from date of existing mandate up to the LPD (RM'000)	Estimated value from forthcoming 31 st AGM to the next 32 nd AGM (RM'000)
15.	Purchase of raw materials, work in progress and finished goods including chemicals, fertilisers, packaging material and other related products	- HFSB (Seller) - HCSB (Buyer)	- Dato' Ong Soon Ho - Dato' Eddie Ong - Datin Teoh - HHSB - Teh Li King, Person Connected with Dato' Eddie Ong	1,000	154	1,000
16.	Sales of healthcare disposable products such as tissue, wet tissue, cotton, masks and sanitiser	- HXMSB (Seller) - HKCSSB (Buyer)		5,000	-	5,000
17.	Provision of service for supply and installation of civil foundation, piping system and tanks installation	- HMSB (Seller) - HBBSB (Buyer)		8,000	-	8,000
18.	Sales of formulated chemicals for the purpose of glove manufacturing process, work in progress and finished goods such as fertilisers, packaging material and other related products	- HCSB (Seller) - HICSB (Buyer)		1,000	21	1,000

Note:

None of the Actual Value of the Recurrent Related Party Transactions under the Existing Mandate has exceeded the Estimated Value by 10% or more.

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Amount Due and Owing by Related Parties

As at the financial year ended 31 December 2021, the amount due and owing to the Group by its related party under the Recurrent Related Party Transactions which exceeded the credit terms are as follow:-

No.	Related Party	6 months or less (RM'000)	1 year or less (RM'000)	More than 1 to 3 years (RM'000)	More than 3 to 5 years (RM'000)	More than 5 years (RM'000)
1	Due from HKCSSB	5	-	-	-	-
2	Due from DGW	9,559	-	-	-	-
3	Due from DELTA	1,666	-	-	-	-

The total amount recovered from the total outstanding amount owing from related parties which exceeded the credit terms of **RM11.230 million** as at 31 December 2021 up to LPD was **RM11.046 million**.

There were no late payment charges imposed by the Group on the above outstanding balances as it was trade in nature. The management is constantly monitoring and following up with the debtors on the outstanding amount.

The Board of Directors is of the opinion that there will be no recoverability issue as the related parties has proven to be credit-worthy debtors.

Deviation from Mandate

The actual value of RRPTs did not exceed the estimated value as approved under the previous Shareholders' mandate granted to the Company at the last AGM.

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(b) Proposed New Shareholders' Mandate

No.	Nature of Recurrent Related Party Transaction	Related Parties	Interested Directors, Major Shareholder and Person Connected	*Estimated value as disclosed in existing mandate (RM'000)	Actual Value transacted from date of existing mandate up to the LPD (RM'000)	Estimated value from forthcoming 31 st AGM to the next 32 nd AGM (RM'000)
1.	Purchase of raw materials, work in progress and finished goods including chemicals, packaging material and other related products	<ul style="list-style-type: none"> - HICSB (Seller) - NSPSB (Buyer) 	<ul style="list-style-type: none"> - Dato' Ong Soon Ho - Dato' Eddie Ong - Datin Teoh - HHSB - Teh Li King, Person Connected with Dato' Eddie Ong 	-	-	2,000
2.	Purchase of raw materials, work in progress and finished goods including chemicals, packaging material and other related products	<ul style="list-style-type: none"> - HICSB (Seller) - AASB (Buyer) 		-	-	3,000
3.	Sales of formulated chemicals for the purpose of glove manufacturing process, work in progress and finished goods such as packaging material and other related products	<ul style="list-style-type: none"> - CTSB (Seller) - RASB (Buyer) 		-	-	3,000

3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE TO THE HEXTAR GROUP

3.1 Rationale

The Proposed Shareholders' Mandate will enable the Hextar Group to enter into Recurrent Related Party Transactions that are in the ordinary course of business, revenue or trading in nature and necessary for the Hextar Group's day-to-day operations ("these transactions" or "RRPTs"). These RRPTs are likely to occur with some degree of frequency and arise at any time and from time to time and may be constrained by the time-sensitive nature. It may also be impracticable to seek shareholders' approval on a case by case basis before entering into such Recurrent Related Party Transactions. The obtaining of the Proposed Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential Recurrent Related Party Transactions arise; thereby reducing substantially administrative time and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Hextar Group or adversely affecting the business opportunities available to the Group. The Board is, therefore seeking a mandate pursuant to Paragraph 10.09 of the Listing Requirements for the Recurrent Related Party Transactions described in Section 2.3.3 above with the class of Related Parties specified in Section 2.3.1 above to allow the Hextar Group to enter into such Recurrent Related Party Transactions made on arm's length basis and on normal commercial terms that are not more favourable to the related party than those generally available to the public and which are not prejudicial to the interests of the minority shareholders.

3.2 Benefits

The goods and services provided by the Related Parties are price competitive and all transactions between the Hextar Group and the Related Parties are carried out on an arm's length and commercial basis. Although the Hextar Group also sources similar products and services from third parties, the Hextar Group would like to seek approval for the RRPTs described in Section 2.3.3 as the close co-operation between the Hextar Group and the Related Parties will have mutual benefits and are expected to contribute to operation efficiency of the business of the Hextar Group.

4. REVIEW PROCEDURES AND GUIDELINE FOR THE RECURRENT RELATED PARTY TRANSACTIONS

4.1 Procedures and Guidelines

The Group has established the following procedures and guidelines to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms that are not more favourable to the transacting parties than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) A list of Related Parties of Hextar Group will be circulated annually to the Management of the Group, to notify them that all RRPT to be entered into by the Group are required to be undertaken on an arm's length basis, on normal commercial terms which are not more favourable to the Related Parties other than those generally available to the public and which are not to be detrimental to our minority shareholders;

- (ii) Proper records of RRPT are maintained by the Company to record all RRPT entered into to ensure that relevant approvals have been obtained and the procedures in respect of such transactions are complied with;
- (iii) The AC will review all RRPT on a quarterly basis and may, as it deems fit, request for additional information pertaining to the transactions from independent sources or professionals;
- (iv) The AC shall review, on an annual basis, the internal audit reports pertaining to the RRPT to ascertain that the approved procedures and guidelines to monitor the RRPT have been complied with;
- (v) The Board and AC have overall responsibility for determining whether the procedures and guidelines on the RRPT are appropriate and sufficient. An annual review of the RRPT procedures and guidelines will be carried out by the AC. If during the annual review, the AC is of the view that the RRPT procedures and guidelines are no longer valid or inadequate to ensure that the RRPT are made on an arm's length basis or on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of our minority shareholders, the AC shall have the discretion to discharge, vary, modify the existing procedures and guidelines or implement new or additional procedures and guidelines, without Management's prior approval, provided that such amended, varied, modified, new or additional procedures and guidelines are no less stringent than the existing ones;
- (vi) at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a propriety item), the transaction price will be determined by the Hextar Group based on similar costing method of pricing used for other products/services and/or quantities to ensure that the Recurrent Related Party Transaction is not detrimental to the Hextar Group; and
- (vii) the Internal Auditors of the Company will on half yearly basis review the adequacy of the procedures and processes of the Hextar Group to monitor, track and identify Recurrent Related Party Transactions.

4.2 Threshold of Authority

The guidelines for the relevant approving authority practiced by the Hextar Group in relation to the Recurrent Related Party Transactions are as follows:-

- (i) Transactions below RM2,000,000 each in value, will be reviewed and approved by the senior executive(s) (not being a person connected to the Related Party) designated by the Audit Committee from time to time for such purpose and tabled for review by the Audit Committee on a quarterly basis; and
- (ii) Transactions equal to or exceeding RM2,000,000 each in value will be reviewed and approved by the Audit Committee and Executive Director (not being the Related Party or a person connected to Related Party).

4.3 Abstain from Voting

Further, where any Director has an interest (direct or indirect) in any Recurrent Related Party Transaction, such a Director shall abstain from voting on the RRPT concerned. Where any member of the Audit Committee is interested in any transaction, that member shall abstain from voting on any RRPT relating to any decisions to be taken by the Audit Committee with respect to such RRPT.

Pursuant to Paragraph 10.09 of the Listing Requirements, in a meeting to obtain the Proposed New and Renewal of Shareholders' Mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, shall abstain from voting or deliberating or approving the resolutions in respect of the Recurrent Related Party Transactions.

An interested Director or interested Major Shareholder must also ensure that persons connected with him abstain from voting or deliberating or approving the resolutions in respect of the Recurrent Related Party Transactions. Interested Directors shall also abstain from deliberating or voting at board meetings in respect of the Recurrent Related Party Transactions in which they are interested.

4.4 Disclosure

In accordance with the Listing Requirements, disclosure will be made in the Annual Report 2021 of the breakdown of the aggregate value of the RRPTs conducted during the financial year pursuant to the mandate given by the shareholders based on the following information:-

- (a) type of transaction made; and
- (b) name of the related parties involved in each type of the RRPTs made and their relationships with the Company and/or any of its subsidiaries.

5. STATEMENT BY AUDIT COMMITTEE

The overall responsibility of determining whether the methods or procedures for reviewing all Recurrent Related Party Transactions are appropriate, rests with the Audit Committee. Review and ascertainment of whether the methods or procedures established to monitor Recurrent Related Party.

Should the Audit Committee determine that the methods or procedures stated in Section 4.1 are inadequate to ensure that:-

- (i) the Recurrent Related Party Transactions will be conducted at arm's length and on normal commercial terms;
- (ii) such transactions are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- (iii) the Company will obtain a fresh Shareholders' Mandate based on the new methods or procedures.

The Audit Committee shall also have the discretion to request for the limits to be imposed or for the additional procedures to be followed if it considers such a request to be appropriate. In that event,

such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee of the Company has reviewed the methods or procedures as specified in Section 4.1 and is of the opinion that they are sufficient to ensure that the Recurrent Related Party Transactions are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

In conclusion, the Hextar Group has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner. The Audit Committee conducts the review of these procedures and processes on half yearly basis with the existence of the Internal Auditors.

6. CONDITION FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is subject to the approval to be obtained from the shareholders of the Company at the forthcoming AGM to be convened.

7. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate, if obtained at the forthcoming AGM, will not have any effect on the earnings per share, gearing and net assets per share at the Group level, issued and paid-up share capital, substantial shareholding and dividend rate of the Company.

8. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The interested Directors, namely Dato' Ong Soon Ho, Dato' Eddie Ong and Lee Chooi Keng have abstained and will continue to abstain from the board's deliberation and voting in respect of their direct and indirect shareholdings in Hextar on the ordinary resolution approving the Proposed Shareholders' Mandate.

The interested Major Shareholders and persons connected to them, namely HHSB, Dato' Ong Soon Ho, Datin Teoh, Dato' Eddie Ong and Teh Li King, have abstained and will continue to abstain from the deliberation and voting in respect of their direct and indirect shareholdings in Hextar on the ordinary resolution approving the Proposed Shareholders' Mandate.

The interested Directors and/or Major Shareholders, Dato' Ong Soon Ho, Datin Teoh, Dato' Eddie Ong, Lee Chooi Keng and HHSB will abstain and undertake to ensure that the persons connected to them will also abstain from voting in respect of their direct and indirect shareholdings as are stated in Section 2.3.1 of this Circular to shareholders on the ordinary resolutions, deliberating or approving the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders and persons connected to them have any interests, direct or indirect, in the Proposed Shareholders' Mandate.

9. DIRECTORS' RECOMMENDATION

The Board, with the exception of Dato' Ong Soon Ho, Dato' Eddie Ong and Lee Chooi Keng, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the shareholders of the Group.

The Board, with the exception of Dato' Ong Soon Ho, Dato' Eddie Ong and Lee Chooi Keng, who have abstained from making a recommendation on the Proposed Shareholders' Mandate, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

10. AGM

The ordinary resolution in relation to the Proposed Shareholders' Mandate has been included in the Notice of the 31st AGM of the Company.

The 31st AGM will be conducted on a fully virtual basis by way of live streaming and online remote voting through the Remote Participation and Voting ("RPV") facilities via TIIH Online websites at <https://tiih.online> or <https://tiih.com.my> ("Online Meeting Platform") provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia on Monday, 23 May 2022 at 10.00 a.m. for the purpose of considering and if thought fit, passing the ordinary resolution to give effect to the Proposed Shareholders' Mandate.

In view of the COVID-19 outbreak and as part of the safety measures, the Company's 31st AGM will be conducted on a fully virtual basis using the above Online Meeting Platform provided by TIIH, where all meeting participants including the Chairman of the meeting, Board members, senior management and members are required to participate the meeting via online. Physical gatherings are strictly prohibited regardless of the crowd of any size.

Members/proxies/corporate representatives/attorneys **will not be allowed** to attend the 31st AGM in person on the day of the meeting. 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 AGM via RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Share Registrar", "Tricor" or "TIIH") via its **TIIH Online** website at <https://tiih.online>. Please refer to the "Procedures for RPV" provided in the Administrative Details for the 31st AGM for further information on how to participate remotely via RPV.

If you decide to appoint proxy(ies) to attend, participate, speak and vote at the 31st AGM, the Proxy Form should be completed and deposited at our Share Registrar's Office 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 not later than 48 hours before the time fixed for convening the 31st AGM.

The proxy appointment may also be lodged electronically via Tricor's **TIIH Online** website at <https://tiih.online> **no later than 21 May 2022 at 10.00 a.m.** For further information on the electronic lodgement of the Proxy Form, kindly refer to the Administrative Details for the 31st AGM. The lodging of the Proxy Form will not preclude you from attending and voting remotely at the meeting if you subsequently wish to do so.

11. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I which forms an integral part of this Circular, for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
HEXTAR GLOBAL BERHAD

YEOH CHIN HOE
Chairman of the Audit Committee

APPENDIX I – FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

The Board of Directors of the Company has confirmed that the Company and/or its subsidiaries are not presently engaged in any material litigation, material claim and arbitration either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of the Company and/or its subsidiaries.

3. MATERIAL CONTRACTS

Except as disclosed below, neither Hextar nor its subsidiaries have entered into any contracts (*not being contracts entered into in the ordinary course of business*) within the two (2) years immediately preceding the date of this Circular.

- On 24 August 2020, Hextar Global Berhad entered into Share Sale Agreement (“SSA”) with Lim Swee Sang and Lian Dazhi for the acquisition of a total of 1,155,000 ordinary shares, representing fifty-five percent (55%) equity interest in HBBSB for a total cash purchase consideration of RM7,750,000.
- On 8 March 2021, Hextar Global Berhad entered into SSA:
 - (i) acquisition of a total of 500,000 ordinary shares in AASB, representing a hundred percent (100%) equity interest in AASB from Tan Seio Beng and Chan Kwei Lin; and
 - (ii) acquisition of a total of 1,050,014 ordinary shares in CTSB, representing a hundred percent (100%) equity interest in CTSB from Tan Seio Beng, Cheok Viping and Wetacho (M) Sdn Bhd.

for a total purchase price of RM138.00 million to be fully satisfied by cash. These proposed acquisitions were completed on 23 July 2021.

- On 28 June 2021, AASB entered into a sale and purchase agreement with Tan Seio Beng for the disposal of a 3-storey shop office known as No. 1, Jalan Eco Santuari 8/1C, Eco Santuari, Telok Panglima Garang, 42500 Telok Panglima Garang, Selangor held under HS(D) 43181, PT44961, Mukim Tanjong Duabelas, Daerah Kuala Langat, Negeri Selangor for total consideration of RM3,443,083.66, which is still pending for completion.

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- On 12 July 2021, Hextar entered into a conditional SSA for:
 - (i) acquisition of 500,000 ordinary shares in NSPSB, representing 100% equity interest in NSPSB from Marcus Mar Hung Than and Chieng Diing Yaw; and
 - (ii) acquisition of 250,000 ordinary shares in NSSB, representing 100% equity interest in NSSB from Marcus Mar Hung Than and Chieng Diing Yaw,for a total purchase price of RM105.00 million to be fully satisfied by cash. These proposed acquisitions were completed on 18 November 2021.
- On 21 July 2021, Hextar entered into consortium agreement with Arcadia Acres Sdn Bhd and Ihsan Equity Sdn Bhd to mutually cooperate in establishing a Syariah compliant digital bank.
- On 2 August 2021, Hextar together with Ekopintar Sdn Bhd (as purchasers) entered into a share sale agreement for acquisition of 10,000,000 ordinary shares in HKSB, representing 100% equity interest in HKSB from ENRA Energy Sdn Bhd for a total purchase price of RM50.00 million to be fully satisfied by cash, which was completed on 30 November 2021.
- On 3 November 2021, Hextar entered into a share sale agreement with Lee Siong Kok, Lim Chong Joo, Lim Chong Teck and Low Chee Sin for the acquisition of 200,000 ordinary shares, representing 100% equity interest in Tufbond Technologies Sdn Bhd for a total purchase consideration of RM13.00 million to be satisfied wholly in cash, which was completed on 2 December 2021.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, during normal business hours from the date of this Circular up to and including the date of the forthcoming AGM:-

- (a) the Constitution of the Company; and
- (b) the audited financial statements of the Hextar Group for the past two (2) years; for the financial years ended 31 December 2020 and 31 December 2021 respectively.

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PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED
RENEWAL OF AUTHORITY FOR SHARE BUY BACK**



HEXTAR GLOBAL BERHAD
Registration No: 199001014551 (206220-U)
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY

1. INTRODUCTION

At the last AGM held on 31 May 2021, the Company had obtained a mandate from its shareholder to purchase up to 10% of the total issued and paid-up share capital of the Company. The said approval will lapse at the conclusion of the forthcoming 31st AGM of the Company unless a renewal of the mandate is obtained.

The Company had on 28 March 2022 announced its intention to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Authority ("Proposed Renewal") at the forthcoming 31st AGM.

The purpose of this statement is to provide you with the details of the Proposed Renewal and to seek your approval for the ordinary resolution pertaining thereto which is set out in the 2021 Annual Report of the Company.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL.

2. PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

At the last AGM held on 31 May 2021, the Company had obtained shareholders' approval to purchase up to 10% of the total issued and paid-up share capital of the Company.

As at LPD, the Company had purchased a total of 11,471,700 Shares and all the Shares purchased were retained as Treasure Shares. The current issued and paid-up share capital of the Company is RM637,972,088 comprising 1,313,087,284 Shares.

The Company proposes to seek approval from its shareholders at the forthcoming AGM for the Proposed Renewal. The Proposed Renewal shall be effective upon the passing of the ordinary resolution to be tabled at the forthcoming 31st AGM of the Company and will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the ordinary resolution for the Proposed Renewal is passed, 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 of the Company after that date is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

3. RATIONALE

The Proposed Renewal, if carried out, will enable the Company to purchase its own shares when appropriate and at prices that are viewed as favourable by the Board. The Proposed Renewal is expected to benefit the Company and its shareholders as follows:-

- (i) The Proposed Renewal will allow the Company to utilise its financial resources not immediately required for use to purchase its own Shares from Bursa Securities. Depending on the funding cost for the purchase of its own Shares, the Proposed Renewal may strengthen the earnings per share of the Company's shares and if so, it is expected to benefit the shareholders of the Company;
- (ii) The Proposed Renewal is expected to reduce any unwarranted volatility of the Company's shares and assist to stabilize the supply, demand and price of the shares in the open market, thereby supporting the fundamental values of its shares;
- (iii) If the purchased shares are held as treasury shares, such shares may potentially be resold on Bursa Securities at a higher price and therefore realising a potential gain in reserves. The treasury shares may also be distributed as share dividends to shareholders as a reward to the shareholders of the Company;
- (iv) If the Board resolves to cancel the purchased shares, the earnings per share of the Group is expected to be enhanced as a result of the reduction in the issued and paid-up share capital of the Company, thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in the Company.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL

4.1 Potential advantages

The potential advantages of the Proposed Renewal to the Company and its shareholders, if exercised, are as follows:-

- (i) allows the Company the flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- (ii) allows the Company to take preventive measures against speculation, particularly when its shares are undervalued which would in turn stabilise the market price and hence, enhance investors' confidence.
- (iii) other advantages of the Proposed Renewal are also outlined in Section 3 on the "Rationale for the Proposed Renewal".

4.2 Potential disadvantages

The potential disadvantages of the Proposed Renewal to the Company and its shareholders are as follows:-

- (i) the Proposed Renewal will reduce the financial resources of the Group and may result in the Company foregoing other investment opportunities that may emerge in the future or, at the least, deprive the Company and the Group of interest income that can be derived from the funds utilised for the Proposed Renewal;
- (ii) the Proposed Renewal can only be made out of retained profits of the Company and may result in the reduction of financial resources available for distribution to shareholders in the immediate future. However, the financial resources of the Group may increase if the treasury shares held are resold at prices higher than their purchase prices; and

- (iii) in the event that the Proposed Renewal is funded by bank borrowings, the Company's net cash flow may decline to the extent of the interest cost associated with such borrowings.

Nevertheless, the Board is of the view that the Proposed Renewal is not expected to have any potential material disadvantage to the Group or its shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of the Group and of the resultant impact on its shareholders.

The Directors in exercising any decision on the Proposed Renewal will be mindful of the interest of the Company and its shareholders.

5. FUNDING

The Proposed Renewal will be funded by internally generated funds of the Company and/or borrowings. The amount of borrowings will depend on the financial resources available at the time of purchase(s). In the event that the Proposed Renewal is to be financed by borrowings, the Company will ensure its capability of repaying such borrowings and that such repayment will not have a material effect on its cash flow.

The actual number of the Company's shares to be purchased and the timing of any purchase, together with the treatment of the shares purchased would depend, *inter alia*, on the prevailing market conditions, the availability of the Company's retained profits as well as its cash and funding position.

The maximum amount of funds to be allocated for the Proposed Renewal shall not exceed the retained profits of the Company. Based on the Company's audited financial statements for the financial period ended 31 December 2021, the Company's retained profits stands at RM88,846,618.

6. FINANCIAL EFFECTS TO THE PROPOSED SHARE BUY-BACK

6.1 Share Capital

The effect of the Proposed Renewal on the number of shares of the Company will depend on whether the shares purchased are cancelled or retained as Treasury Shares.

For illustrative purposes only, the effect of the Proposed Renewal based on the movement of the number of shares of the Company as at LPD and assuming the shares so purchased are cancelled, is illustrated below:-

	<i>No. of Shares</i>
Existing number of shares	1,313,087,284
Assuming shares purchased under the Proposed Renewal and cancelled	(131,308,728)
Resultant number of shares	1,181,778,556

On the other hand, if the purchased shares are retained as Treasury Shares, resold or distributed to the Company's shareholders, the Proposed Renewal will have no effect on the number of shares of the Company nor will it have any effect on the issued and paid-up share capital of the Company.

While the purchased shares remain as Treasury Shares the rights attached to them as to voting, dividends and participation in other distributions or otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 127 of the Act, the provisions of any law or requirements of the Constitution of the Company or the Listing Requirements on substantial shareholding, takeovers, notices, the requisition of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

6.2 Earnings and EPS

The effects of the Proposed Renewal on the earnings and EPS of the Company will depend, *inter-alia*, on the number of purchased shares, the purchase price and the effective funding cost of the purchase. The reduced number of the Company's shares applicable in computing the EPS subsequent to the purchase will generally have a positive impact, all else being equal, on the EPS of the Company.

6.3 NA

The effect of the share buy-backs on the NA per share of the Company is dependent on the purchase price(s) of the shares bought, the number of shares purchased, the effective funding cost, if any and the subsequent treatment of the shares so purchased. The NA of the Company will reduce if the shares bought back are cancelled. The NA per share of the Company will reduce if the purchase price exceeds the NA per share and the NA per share of the Company will increase if the purchase price is less than the NA per share at the time of purchase. In the event the shares bought back and held as treasury shares are subsequently resold, the NA of the Company will increase or reduce depending on whether a gain or loss is realized upon the resale. The quantum of the increase or reduction in NA will depend on the actual disposal price, the number of shares purchased, the amount of retained treasury shares which are resold.

6.4 Working Capital

The purchase of shares, as and when carried out, will reduce the working capital of the Company, the quantum of which will depend on the purchase price(s) of the shares bought back, the number of shares purchased and the effective funding cost to the Company.

6.5 Dividends

The Proposed Renewal is not expected to have any impact on dividend payments. The declaration of dividends will be determined by the Board after taking into consideration the performance of the Company, the cash flow and capital commitments of the Company. The buy-back of shares may reduce the distributable reserves available for dividends. However, the Board may distribute future dividends in the form of shares which have been bought back and retained as treasury shares.

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6.6 Shareholdings

Based on the Register of Substantial Shareholder and the Register of Directors' Shareholdings respectively as at LPD and assuming that the Proposed Renewal is implemented up to the maximum of 10% of the issued and paid-up share capital and that the purchased shares are from shareholders other than the Directors and substantial shareholders of the Company, the effect of the Proposed Renewal on the shareholding of the Directors and substantial shareholders of the Company are set out below:-

i. Substantial shareholders' shareholdings

The effects of the Proposed Renewal on the substantial shareholders' shareholdings of the Company are set out below:-

Name	Shareholdings as at the LPD				After Proposed Renewal ^{*1}			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
HHSB	797,534,522	61.27	-	-	797,534,522	67.49	-	-
Dato' Ong Soon Ho	-	-	797,534,522 ^{*2}	61.27	-	-	797,534,522 ^{*2}	67.49
Dato' Ong Choo Meng	99,531,600	7.65	797,534,522 ^{*2}	61.27	99,531,600	8.42	797,534,522 ^{*2}	67.49

Notes:-

^{*1} Assuming up to 10% of the issued and paid-up share capital is purchased from shareholders other than the substantial shareholders of Hextar and all such shares purchased are cancelled.

^{*2} Deemed interested by virtue of his interest in HHSB pursuant to Section 8 of the Act. HHSB is the holding company of Hextar.

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ii. Directors' shareholdings

The effects of the Proposed Renewal on the Directors' shareholdings of the Company are set out below:-

Director	Shareholdings as at the LPD				After Proposed Renewal ^{*1}			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Sri Dr. Erwan bin Dato' Hj Mohd Tahir	-	-	-	-	-	-	-	-
Dato' Ong Soon Ho	-	-	797,534,522 ^{*2}	61.27	-	-	797,534,522 ^{*2}	67.49
Dato' Ong Choo Meng	99,531,600	7.65	797,534,522 ^{*2}	61.27	99,531,600	8.42	797,534,522 ^{*2}	67.49
Yeoh Chin Hoe	-	-	-	-	-	-	-	-
Lee Chooi Keng	2,111,940	0.16	-	-	2,111,940	0.18	-	-
Liew Jee Min @ Chong Jee Min	-	-	-	-	-	-	-	-

Notes:-

^{*1} Assuming up to 10% of the issued and paid-up share capital is purchased from shareholders other than the Directors of the Company and all such shares purchased are cancelled.

^{*2} Deemed interested by virtue of his interest in HHSB pursuant to Section 8 of the Act. HHSB is the holding company of Hextar.

7. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company is 30.72%. The public shareholding spread of the Company would be reduced to approximately 22.72% on the assumption that the Company implements the Proposed Renewal in full and the shares purchased are from open market.

In this regard, the Board undertakes to purchase shares only to the extent that the public shareholding spread of the Company shall not fall below 25% of the total issued and paid up share capital of the Company at all times pursuant to the Proposed Renewal, in accordance with Paragraph 12.14 of the Listing Requirements.

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8. IMPLICATIONS OF THE CODE

The Company does not intend to undertake the Proposed Renewal such that it will trigger any obligation on the substantial shareholders and/or persons acting in concert with them to undertake a mandatory general offer pursuant to the code.

However, in the event an obligation to undertake a mandatory general offer should arise with respect to any parties resulting from the Proposed Renewal, the relevant parties shall make the necessary application to the Securities Commission for a waiver from having to undertake a mandatory general offer pursuant to the Code.

9. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the shareholders as a consequence of the Proposed Renewal as set out in Section 6.6 above, none of the Directors, substantial shareholders of the Company and/or persons connected to them has any interest, direct or indirect, in the Proposed Renewal or resale of the treasury shares (if any).

10. PURCHASE, RESALE AND CANCELLATION OF TREASURY SHARES

The details of the purchase of Hextar Shares and Resale of Treasury Shares in the preceding twelve (12) months up to the LPD, details of which are set out below:-

Date	Number of Hextar Shares Purchased/ (Resale)	Highest Price Paid (RM)	Lowest Price Paid (RM)	Average Price Paid (RM)	Total Amount Paid (RM)
30.04.2020	1,360,000	0.505	0.490	0.498	677,119.80
06.08.2020	(14,318,000)	0.755	0.705	0.717	10,265,594.77
21.09.2021	4,982,700	1.270	1.240	1.244	6,197,310.72
22.09.2021	3,205,300	1.280	1.270	1.280	4,101,966.89
07.03.2022	3,283,700	1.440	1.380	1.407	4,627,959.52

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11. SHARE PRICES

The monthly highest and lowest prices of the Company's shares as traded on Bursa Securities for the past twelve (12) months from April 2021 to March 2022 are as follows:

	High RM	Low RM
2021		
April	1.107	0.769
May	1.101	0.787
June	1.051	0.867
July	1.328	0.895
August	1.367	1.181
September	1.418	1.171
October	1.507	1.230
November	1.686	1.269
December	1.567	1.329
2022		
January	1.676	1.448
February	1.854	1.567
March	1.715	1.350

(Source: klse.i3investor.com)

The last transacted price of Hextar Shares on 30 March 2022, being the LPD prior to the printing of this Statement was RM1.590.

12. APPROVALS REQUIRED

The Proposed Renewal is subject to the approval of the shareholders of the Company at the forthcoming 31st AGM to be convened. Saved for the approval of the shareholders of the Company, there are no other approvals required for the Proposed Renewal.

13. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal is of the opinion that the Proposed Renewal is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Renewal to be tabled at the forthcoming AGM.

14. FURTHER INFORMATION

The resolution pertaining to the Proposed Renewal is enclosed in the Notice of the 31st AGM of the Company.

15. APPENDIX

15.1 Directors' Responsibility Statement

This Statement has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

15.2 Documents for Inspection

The following documents are available for inspection at the registered office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur during normal business hours on Monday to Friday (except public holidays) from the date of this Statement up to and including the date of the forthcoming AGM:-

- (i) The Constitution of the Company; and
- (ii) The audited financial statements of the Company for the past two (2) financial years ended 31 December 2020 and 31 December 2021.

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