

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

Minutes of the 31<sup>st</sup> Annual General Meeting (“31<sup>st</sup> AGM”) of Hextar Global Berhad (“the Company”) held 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> (Domain Registration No. with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia on Monday, 23 May 2022 at 10.00 a.m.

Present : **Directors**  
Y.D.H. Dato’ Sri Dr Erwan Bin Dato’ Haji Mohd Tahir  
 (“Dato’ Sri Dr. Erwan” or “Chairman”)  
Dato’ Ong Soon Ho  
Dato’ Ong Choo Meng (“Dato’ Eddie Ong”)  
Lee Chooi Keng  
Yeoh Chin Hoe  
Liew Jee Min @ Chong Jee Min

In Attendance : **Management Team**  
Phan Nee Chin (“Financial Controller”)  
Ryan Ngoo

**Representatives from Tricor Corporate Services Sdn Bhd**  
Candy Ong Wai Leng (“Company Secretary”)  
Renee Wong  
Joey Ooi

**Representatives from Crowe Malaysia PLT (“External Auditors”)**  
Michael Ong  
Cheah Siong Hon

Proxies,  
Corporate  
Representatives  
& Shareholders : As per the attendance list

## **1.0 CHAIRMAN**

Dato’ Sri Dr. Erwan presided as Chairman of the meeting.

## **2.0 WELCOMING ADDRESS**

The Chairman thanked and welcomed the shareholders, proxies, and authorised representatives for participating remotely from various locations through live streaming to the 31<sup>st</sup> AGM.

The Chairman informed that the AGM was conducted in a virtual manner as preventive measures to stem the spread of the COVID-19 virus.

Thereafter, the Chairman proceeded to introduce the members of the Board, the Financial Controller, the Company Secretary, and the External Auditors who were attending the meeting via video conferencing.

### 3.0 QUORUM

The Chairman confirmed that the requisite quorum was present and called the Meeting to order.

The Chairman informed that pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements, all resolutions set out in the notice of the AGM would be voted by poll, which was conducted electronically via the remote participation and voting (“RPV”) facility provided by Tricor Investor & Issuing House Services Sdn. Bhd., and would be verified by Asia Securities Sdn Bhd, who had been appointed as the independent scrutineers.

Shareholders were informed that the voting on the resolutions could be done any time throughout the meeting until the closure of the voting session.

Tricor Investor & Issuing House Sdn Bhd was invited to explain the remote voting procedure to be done through the RPV facility.

### 4.0 NOTICE

The notice convening the AGM as set out in the Company’s 2021 Annual Report was taken as read, with the consent of the shareholders present.

### 5.0 **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 AND REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The shareholders were informed that the Audited Financial Statements (“AFS”) for the financial year ended 31 December 2021 were tabled pursuant to Section 340(1) of the Companies Act 2016. The Chairman informed that the AFS had been sent to all the shareholders, together with the Company’s Annual Report on 22 April 2022, and that it was also available on the Company’s website. The AFS was for discussion only and was not required to be put to vote.

### 6.0 **ORDINARY RESOLUTION 1 RE-ELECTION OF DATO’ ONG CHOO MENG AS A DIRECTOR**

The meeting proceeded with the second item on the agenda of the AGM, which was the re-election of Dato’ Ong Choo Meng, who was retiring in accordance with Clause 127 of the Company’s Constitution and who had offered himself for re-election as a Director of the Company.

The Chairman confirmed that Dato’ Ong Choo Meng had indicated his willingness to be re-elected.

**7.0      ORDINARY RESOLUTION 2**  
**RE-ELECTION OF YEOH CHIN HOE AS A DIRECTOR**

The meeting proceeded with the next item on the agenda of the AGM, which was the re-election of Mr Yeoh Chin Hoe, who was retiring in accordance with Clause 127 of the Company's Constitution and who had offered himself for re-election as a Director of the Company.

The Chairman confirmed that Mr Yeoh Chin Hoe had indicated his willingness to be re-elected.

**8.0      ORDINARY RESOLUTION 3**  
**DIRECTOR'S FEES FOR Y.D.H. DATO' SRI DR ERWAN BIN DATO' HAJI MOHD TAHIR FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

The meeting proceeded with the next item on the agenda pertaining to the payment of Director's fees of RM78,000.00 to Y.D.H. Dato' Sri Dr Erwan Bin Haji Mohd Tahir for the financial year ending 31 December 2022.

**9.0      ORDINARY RESOLUTION 4**  
**DIRECTOR'S FEES FOR YEOH CHIN HOE FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

The meeting proceeded with the next item on the agenda pertaining to the payment of Director's fees of RM66,000.00 to Mr Yeoh Chin Hoe for the financial year ending 31 December 2022.

**10.0     ORDINARY RESOLUTION 5**  
**DIRECTOR'S FEES FOR DATO' ONG SOON HO FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

The meeting proceeded with the next item on the agenda pertaining to the payment of Director's fees of RM60,000.00 to Dato' Ong Soon Ho for the financial year ending 31 December 2022.

**11.0     ORDINARY RESOLUTION 6**  
**DIRECTOR'S FEES FOR LIEW JEE MIN @ CHONG JEE MIN FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

The meeting proceeded with the next item on the agenda pertaining to the payment of Director's fees of RM60,000.00 to Mr Liew Jee Min @ Chong Jee Min for the financial year ending 31 December 2022.

**12.0      ORDINARY RESOLUTION 7**  
**ADDITIONAL DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31**  
**DECEMBER 2022**

The meeting proceeded with the next item on the agenda pertaining to the payment of additional Directors' fees of up to RM60,000.00 for the financial year ending 31 December 2022.

**13.0      ORDINARY RESOLUTION 8**  
**DIRECTORS' BENEFITS OF UP TO RM43,080.00 FROM 23 MAY 2022 UNTIL THE**  
**NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

The meeting proceeded with the next item on the agenda pertaining to the payment of Directors' benefits of up to RM43,080.00 from 23 May 2022 until the next Annual General Meeting of the Company.

**14.0      ORDINARY RESOLUTION 9**  
**RE-APPOINTMENT OF AUDITORS AND TO AUTHORISE THE DIRECTORS TO**  
**FIX THEIR REMUNERATION**

The motion on the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration was tabled.

**15.0      ORDINARY RESOLUTION 10**  
**PROPOSED RENEWAL OF AUTHORITY TO ALLOT AND ISSUE SHARES**  
**PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The meeting proceeded with the next item of the agenda pertaining to the mandate to be given to the Board to allot and issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016. The Chairman informed that the full text of the proposed resolution was set out in the Notice of AGM dated 22 April 2022 and was taken as read.

The intent of the resolution was to provide flexibility to the Company to issue new shares in the Company up to an amount not exceeding 20% of the total number of issued shares of the Company until 31 December 2022, as the Directors consider would be in the interest of the Company, without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time.

With effect from 1 January 2023, the mandate shall be reinstated from 20% to 10% of the total number of issued shares of the Company pursuant to Paragraph 6.03 of the Listing Requirements.

**16.0      ORDINARY RESOLUTION 11**  
**PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

The Meeting continued to discuss the next agenda item to obtain approval from the shareholders for the proposed renewal of authority for share buy-back. The Chairman informed that the details of the share buy-back exercise were stated in the Circular to Shareholders dated 22 April 2022 along with the Company's Annual Report for the financial year ended 31 December 2021.

**17.0      ORDINARY RESOLUTION 12**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW**  
**SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY**  
**TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT")**

The meeting then proceeded with the next item on the proposed renewal of existing shareholders' mandate and proposed new shareholders' mandate for RRPT as set out under Section 2.3.3 of the Circular to Shareholders dated 22 April 2022.

The Chairman advised that the details of the RRPT were stated in the Circular to Shareholders dated 22 April 2022 along with the Company's Annual Report for the financial year ended 31 December 2021.

**18.0      ANY OTHER BUSINESS**

The shareholders were informed that there was no notice given for any other business to be transacted at the AGM.

**19.0      QUESTION AND ANSWER SESSION**

The Chairman informed that the Company had received questions from the Minority Shareholder Watch Group ("MSWG"). The Chairman then passed the floor to Dato' Eddie Ong to present the questions received from MSWG together with the Company's answers.

The shareholders were informed that the Company's responses to the questions posted by MSWG would be uploaded to the Company's website for shareholders' reference after the AGM. The questions and answers were listed in annexure 1 attached.

Dato' Eddie Ong then continued to address the questions received from the shareholders, which were submitted through Tricor's online TIIH platform prior to the AGM and those received via the online query box during the AGM.

The questions raised and answers provided were listed in the annexure 2 attached.

## 20.0 VOTING

The Meeting proceeded to vote on the items of the agenda. Upon completion of the casting votes by the shareholders and proxyholders, the meeting was adjourned to allow the scrutineers to verify the votes casted.

## 21.0 DECLARATION OF THE POLL RESULTS

The Chairman reconvened the meeting and announced the poll results as follows:-

Resolutions	Vote For		Vote Against		Results
	No of Units	%	No of Units	%	
Ordinary Resolution 1	799,440,295	99.5724	3,433,021	0.4276	Carried
Ordinary Resolution 2	910,031,584	99.9996	3,732	0.0004	Carried
Ordinary Resolution 3	910,028,144	99.9994	5,772	0.0006	Carried
Ordinary Resolution 4	910,028,644	99.9994	5,272	0.0006	Carried
Ordinary Resolution 5	802,866,644	99.9993	5,272	0.0007	Carried
Ordinary Resolution 6	910,028,644	99.9994	5,272	0.0006	Carried
Ordinary Resolution 7	910,027,644	99.9993	6,272	0.0007	Carried
Ordinary Resolution 8	801,039,804	99.9991	6,872	0.0009	Carried
Ordinary Resolution 9	910,031,304	99.9996	4,012	0.0004	Carried
Ordinary Resolution 10	910,065,184	99.9990	8,732	0.0010	Carried
Ordinary Resolution 11	910,071,852	99.9996	3,464	0.0004	Carried
Ordinary Resolution 12	48,978,242	99.9928	3,512	0.0072	Carried

It was RESOLVED as follows:-

### **ORDINARY RESOLUTION 1** **RE-ELECTION OF DATO' ONG CHOO MENG AS A DIRECTOR**

“THAT Dato' Ong Choo Meng, the Director retiring in accordance with Clause 127 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

### **ORDINARY RESOLUTION 2** **RE-ELECTION OF YEOH CHIN HOE AS A DIRECTOR**

“THAT Yeoh Chin Hoe, the Director retiring in accordance with Clause 127 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.”

**ORDINARY RESOLUTION 3**  
**DIRECTOR'S FEES FOR Y.D.H. DATO' SRI DR ERWAN BIN DATO' HAJI MOHD TAHIR FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

“THAT the payment of Director’s fees of RM78,000.00 to Y.D.H. Dato’ Sri Dr Erwan Bin Dato’ Haji Mohd Tahir for the financial year ending 31 December 2022 be hereby approved.”

**ORDINARY RESOLUTION 4**  
**DIRECTOR'S FEES FOR YEOH CHIN HOE FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

“THAT the payment of Director’s fees of RM66,000.00 to Yeoh Chin Hoe for the financial year ending 31 December 2022 be hereby approved.”

**ORDINARY RESOLUTION 5**  
**DIRECTOR'S FEES FOR DATO' ONG SOON HO FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

“THAT the payment of Director’s fees of RM60,000.00 to Dato' Ong Soon Ho for the financial year ending 31 December 2022 be hereby approved.”

**ORDINARY RESOLUTION 6**  
**DIRECTOR'S FEES FOR LIEW JEE MIN @ CHONG JEE MIN FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

“THAT the payment of Director’s fees of RM60,000.00 to Liew Jee Min @ Chong Jee Min for the financial year ending 31 December 2022 be hereby approved.”

**ORDINARY RESOLUTION 7**  
**ADDITIONAL DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

“THAT the payment of additional Directors’ fees of up to RM60,000.00 for the financial year ending 31 December 2022 be hereby approved.”

**ORDINARY RESOLUTION 8**  
**DIRECTORS' BENEFITS OF UP TO RM43,080.00 FROM 23 MAY 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

“THAT the payment of Directors’ benefits of up to RM43,080.00 from 23 May 2022 until the next Annual General Meeting of the Company be hereby approved.”

**ORDINARY RESOLUTION 9**  
**RE-APPOINTMENT OF AUDITORS AND TO AUTHORISE THE DIRECTORS TO**  
**FIX THEIR REMUNERATION**

“**THAT** Messrs Crowe Malaysia PLT, having indicated their willingness to continue in office, be and are hereby re-appointed as Auditors of the Company for the ensuing year and the Directors be hereby authorised to fix their remuneration.”

**ORDINARY RESOLUTION 10**  
**PROPOSED RENEWAL OF AUTHORITY TO ALLOT AND ISSUE SHARES**  
**PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 20% General Mandate”).

**THAT** such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022.

**THAT** with effect from 1 January 2023, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 10% General Mandate”).

**THAT** such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or



- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as “Proposed General Mandate”.)

**THAT** the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

**THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

**AND FURTHER THAT** the Directors of the Company, be and are hereby authorised to implement, finalise, complete, and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

#### **ORDINARY RESOLUTION 11** **PROPOSED RENEWAL OF AUHTORITY FOR SHARE BUY-BACK**

“**THAT** subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued 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 issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

**AND THAT** the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- 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 ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

**AND THAT** the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

**AND THAT** the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

**ORDINARY RESOLUTION 12**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW**  
**SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY**  
**TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT")**

**"THAT** subject to Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3.3 of the Circular to the Shareholders dated 22 April 2022 which are necessary for day-to-day operations and are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are undertaken on arms' length basis and not to the detriment of minority shareholders;

**AND THAT** the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in full force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which 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 the earlier;

**AND THAT** the Board of Directors be and is hereby authorised to complete and do all such acts and things as it may consider expedient or necessary (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this mandate."

**22.0 CLOSURE OF MEETING**

After the poll results were released and announced and there being no other business, the Meeting ended at 11.20 a.m. with a vote of thanks to the Chair.

**CONFIRMED AS A CORRECT RECORD**

**CHAIRMAN**

Date: