

## HEXTAR GLOBAL BERHAD

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

Minutes of the Extraordinary General Meeting (“EGM”) of Hextar Global Berhad (“the Company”) held fully virtually via online meeting platform of TIIH Online provided by Tricor Investor and Issuing House Services Sdn Bhd in Malaysia via its websites at <https://tiih.online> on Monday, 14 June 2021 at 10.00 a.m.

- PRESENT : Y.D.H. Dato’ Sri Dr Erwan Bin Dato’ Hj 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
- Proxies, corporate representatives : As per the attendance list
- IN ATTENDANCE : Ms Donna Lim Hooi Mooi (Company Secretary)  
                  : Ms Candy Ong Wai Leng (Company Secretary)  
                  : Ms Renee Wong Kah Yeong  
                  (Representative of Tricor Corporate Services Sdn Bhd)  
                  : Danny Wong Weng Leong } *Representative of M&A Securities*  
                  : Steve Choo Boon Han        } *Sdn Bhd*  
                  : Eau Yong Eun

### 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 to the EGM for participating remotely from various locations through live streaming.

The Chairman informed that the EGM was conducted in a virtual manner due to the COVID-19 pandemic in adherence to the Guidelines and FAQs on the Conduct of General Meetings issued by the Securities Commission and on the advice of health authorities to take preventive measures to stem the spread of the virus.

Thereafter, the Chairman proceeded to introduce the members of the Board, the Financial Controller, the Company Secretary, and the representatives from M&A Securities Sdn Bhd, the Principal Adviser of the Company’s corporate exercises in relation to the Proposed Bonus Issue, Proposed Acquisition and Proposed Diversification 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.

#### 4.0 NOTICE

The notice convening the EGM as set out in the Company's 2020 Annual Report was taken as read, with the consent of the shareholders present.

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 EGM 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.

#### 5.0 ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF UP TO 492,407,738 NEW ORDINARY SHARES IN HEXTAR ("HEXTAR SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 3 BONUS SHARES FOR EVERY 5 EXISTING HEXTAR SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")**

The meeting proceeded with the first agenda item which was pertaining to the Proposed Bonus Issue of up to 492,407,738 new ordinary shares in Hextar on the basis of 3 bonus shares for every 5 existing Hextar shares held on an entitlement date to be determined and announced later.

The Chairman advised that the full text and details of the Proposed Bonus Issue were set out in the Notice of Meeting dated 28 May 2021 and Circular to Shareholders dated 28 May 2021 respectively.

#### 6.0 ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN ALPHA AIM (M) SDN BHD ("AASB") AND CHEMPRO TECHNOLOGY (M) SDN BHD ("CTSB") FOR A TOTAL PURCHASE PRICE OF RM138,000,000 ("PURCHASE PRICE") TO BE FULLY SATISFIED BY CASH ("PROPOSED ACQUISITIONS")**

The meeting proceeded with the next item on the agenda on the Proposed Acquisition of the entire equity interest in Alpha Aim (M) Sdn Bhd and Chempro Technology (M) Sdn Bhd for a total purchase price of RM138,000,000 to be fully satisfied by Cash.

The Chairman informed that the details of the Proposed Acquisition were stated in the Circular to Shareholders dated 28 May 2021.

**7.0 ORDINARY RESOLUTION 3**  
**PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF HEXTAR AND ITS SUBSIDIARIES (“HEXTAR GROUP”) TO INCLUDE THE BUSINESS OF MANUFACTURING AND DISTRIBUTION OF SPECIALTY CLEANING CHEMICALS PRODUCTS (“PROPOSED DIVERSIFICATION”)**

The meeting then proceeded with the last agenda on the Proposed Diversification of the business activities of Hextar and its subsidiaries to include the business of manufacturing and distribution of specialty cleaning chemicals products.

The Chairman informed that the details of the Proposed Diversification were stated in the Circular to Shareholders dated 28 May 2021.

**9.0 QUESTION AND ANSWER SESSION & POLL PROCESS**

The Chairman then passed the floor to Dato’ Eddie Ong to address the questions received from the shareholders, which were submitted through Tricor’s online TIH platform prior to the EGM and those received via the online query box.

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

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.

The meeting proceeded to vote and upon completion of voting was adjourned at 10.30 a.m. for verification of votes cast.

**10.0 DECLARATION OF THE RESULTS OF THE POLL**

At 10.42 a.m., Chairman reconvened the meeting and announced the poll results as follows:-

Resolutions	Vote For		Vote Against		Results
	No of Units	%	No of Units	%	
<b>Ordinary Resolution 1</b>	551,137,343	99.999998	12	0.000002	Carried
<b>Ordinary Resolution 2</b>	551,137,311	99.999997	14	0.000003	Carried
<b>Ordinary Resolution 3</b>	551,137,313	99.999998	12	0.000002	Carried

It was RESOLVED as follow:-

**ORDINARY RESOLUTION 1:**

**PROPOSED BONUS ISSUE OF UP TO 492,407,738 NEW ORDINARY SHARES IN HEXTAR ("HEXTAR SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 3 BONUS SHARES FOR EVERY 5 EXISTING HEXTAR SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")**

"**THAT** subject to the approvals of all relevant authorities and/ or parties (where applicable), authority be and is hereby given to the Board of Directors of Hextar ("**Board**") to issue and allot up to 492,407,738 Bonus Shares in the share capital of the Company credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of 3 Bonus Shares for every 5 existing Hextar Shares held;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing Hextar Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid before the Entitlement Date;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.

**ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN ALPHA AIM (M) SDN BHD ("AASB") AND CHEMPRO TECHNOLOGY (M) SDN BHD ("CTSB") FOR A TOTAL PURCHASE PRICE OF RM138,000,000 ("PURCHASE PRICE") TO BE FULLY SATISFIED BY CASH ("PROPOSED ACQUISITIONS")**

"**THAT**, subject to the passing of Ordinary Resolution 3 and the fulfilment of conditions precedent and the approvals of relevant authorities being obtained, where required, approval is hereby given for the Company to acquire the following:

- (a) 100% equity interest in AASB, comprising 500,000 ordinary shares in AASB, from Tan Seio Beng and Chan Kwei Ling ("**AASB Vendors**"); and
- (b) 100% equity interest in CTSB, comprising 1,050,014 ordinary shares in CTSB, from Tan Seio Beng, Cheok Viping and Wetacho (M) Sdn Bhd ("**CTSB Vendors**");

for the Purchase Price to be fully satisfied by cash, subject to the conditions and upon the terms set out in the conditional share sale agreement dated 8 March 2021 entered into between the Company and the AASB Vendors and CTSB Vendors in respect of the Proposed Acquisitions;

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

**ORDINARY RESOLUTION 3**  
**PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF HEXTAR AND ITS SUBSIDIARIES (“HEXTAR GROUP”) TO INCLUDE THE BUSINESS OF MANUFACTURING AND DISTRIBUTION OF SPECIALTY CLEANING CHEMICALS PRODUCTS (“PROPOSED DIVERSIFICATION”)**

“**THAT** subject to the passing of Ordinary Resolution 2 and the approvals of relevant authorities and/or parties being obtained, where required, approval is hereby given to the Hextar Group to diversify its business activities to include the business of manufacturing and distribution of specialty cleaning chemicals products;

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

**11.0 CLOSURE OF MEETING**

After the poll results were released and announced and the Meeting ended at 11.00 a.m. with a vote of thanks to the Chair.

**CONFIRMED AS A CORRECT RECORD**

**CHAIRMAN**

Date:

**QUESTIONS AND ANSWER – EXTRAORDINARY GENERAL MEETING**

Q1 : Shareholders asked about the Company's objective of acquiring Alpha Aim (M) Sdn Bhd. In addition, does the Company have better strategic incentives in terms of market competition, economies of scale or economic model etc.?

A1 : *Dato' Eddie Ong replied that both Alpha Aim (M) Sdn Bhd ("AASB") and Chempro Technology (M) Sdn Bhd ("CTSB") are the expertise of the cleaning chemicals business.*

*He explained that CTSB is a specialty cleaning chemicals trading and distribution company whereas AASB is a manufacturer of most of CTSB's products. In acquiring both AASB and CTSB, the Company is expected to gain ownership of manufacturing capabilities and proprietary chemical formulations which complements CTSB's marketing capabilities.*

*He added that the acquisition enables the Company to secure supply chains and formulations for its chemicals business. Therefore, the acquisition not only brings synergy to the Hextar Group but also allows it to diversify from its reliance on agrochemical business.*

*With the profit guarantee and the consolidation of the acquiree companies' earnings, the Company expects that the proposed acquisition will contribute positively to the Company's revenue and earnings.*

Q2 : Shareholder enquired the direct advantages and potential benefits of the acquisition of AASB as it recorded a negative sales revenue of 7% and a net loss of up to 26% in 2019.

A2 : *Dato' Eddie Ong replied that the significant advantages and the potential benefits of the proposed acquisitions had been answered in the first question.*

*He clarified that AASB did not record a negative sales revenue nor a net loss in 2019. The decrease in revenue and profit of AASB in 2019 compared to 2018 was due to the decrease in purchases by its sole customer, CTSB.*

*Nevertheless, as disclosed in the Circular, AASB's financial performance had improved significantly in 2020 and that the Management believes that the prospects of AASB will remain strong moving forward.*

Q3 : Shareholder raised his concern on the potential risk of acquiring AASB as a stand-alone company and the significant benefits and advantages that AASB will contribute to the group after the acquisition.

A3 : *Dato' Eddie Ong replied that the details of the risk factors have been stated on pages 22 to 25 of the Circular. He stated that the questions in regard to the benefits and advantages had been addressed.*