



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Hextar Global Berhad ("**Hextar**" or the "**Company**") will be conducted virtually through live streaming and online voting using Remote Participation and Voting ("**RPV**") facilities from the broadcast venue at Hextar Global Berhad's Corporate Office, Level 3, No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia and via TIIH Online website at <https://tiih.online> (Domain Registration No. MYNIC:DIA282781) on Thursday, 26 October 2023 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY HEXTAR FRUITS SDN BHD, A FIFTY-ONE PERCENT (51%) OWNED SUBSIDIARY OF HEXTAR, OF THE ENTIRE EQUITY INTEREST IN PHG.EVER FRESH FOOD (M) SDN BHD, PHG.EVER FRESH FOOD (TK) SDN BHD, PHG WHOLESALE & RETAIL SDN BHD, AND 55% EQUITY INTEREST IN PHG EVER FRESH PLANTATION SDN BHD FOR A TOTAL AGGREGATE PURCHASE PRICE OF RM84.0 MILLION ("PURCHASE PRICE") TO BE SATISFIED WHOLLY IN CASH ("PROPOSED ACQUISITIONS")

"THAT subject to the passing of Ordinary Resolution 2 and the fulfilment of conditions for completion and the approvals of relevant authorities being obtained, where required, approval be and is hereby given for the Company to acquire the following from PHG Ever Fresh Group Sdn Bhd ("**PEFG**"):

- (i) 2,500,000 ordinary shares in PHG.Ever Fresh Food (M) Sdn Bhd ("**PEFFM**"), representing 100% equity interest in PEFFM;
- (ii) 1,000,000 ordinary shares in PHG.Ever Fresh Food (TK) Sdn ("**PEFFTK**"), representing 100% equity interest in PEFFTK;
- (iii) 2,000,000 ordinary shares in PHG Wholesale & Retail Sdn Bhd ("**PW&R**"), representing 100% equity interest in PW&R; and
- (iv) 1,320,000 ordinary shares in PHG Ever Fresh Plantation Sdn Bhd ("**PEFP**"), representing 55% equity interest in PEFP;

at the Purchase Price to be satisfied wholly in cash, and subject to the conditions and upon the terms as stipulated in the conditional share sale agreement dated 3 July 2023 entered into between the Company and PEFG in respect of the Proposed Acquisitions.

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and empowered to do all acts, deeds, and things as the Board may deemed fit, necessary, expedient in order to implement, finalise and give full effect to complete the Proposed Acquisitions, with full powers to assent to any conditions, variations, modifications, and/or amendments in any manner may be imposed, required or permitted by the relevant authorities in connection to the Proposed Acquisitions in the best interests of the Company."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF HEXTAR'S EXISTING CORE BUSINESSES TO INCLUDE THE BUSINESS OF TRADING AND DISTRIBUTION OF DURIAN ("DURIAN BUSINESS") ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the approvals of all relevant authorities/parties being obtained, approval be and is hereby given to the Company to diversify the core business of Hextar to include the Durian Business.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification."

BY ORDER OF THE BOARD

LIM HOOI MOOI (MAICSA No. 0799764) (SSM PC No. 201908000134)

ONG WAI LENG (MAICSA No. 7065544) (SSM PC No. 202208000633)

PHAN NEE CHIN (MIA No. 28178) (SSM PC No. 202008004339)

Company Secretaries

Kuala Lumpur
11 October 2023

Notes:

- (i) The EGM will be held virtually from Hextar Global Berhad's Corporate Office as broadcast venue through live streaming and online remote voting via Remote Participation and Voting ("**RPV**") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("**Tricor**") TIIH Online website at <https://tiih.online>.
- (ii) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. ***NO SHAREHOLDERS / PROXY(IES) WILL BE ALLOWED TO BE PHYSICALLY PRESENT AT THE BROADCAST VENUE.***
- (iii) Shareholders may exercise their right to participate (including to post questions to the Board) and vote remotely at the EGM via the RPV facilities provided by Tricor via its TIIH Online website at <https://tiih.online>. Please refer to the "Procedures for RPV facilities" in the Administrative Details for the EGM to register, participate and vote remotely via the RPV facilities.
- (iv) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a **Record of Depositors** as at **18 October 2023** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.
- (v) A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- (vi) Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (vii) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- (viii) Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- (ix) The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing a proxy or proxies must be made either under its common seal or signed by an officer or an attorney duly authorised.
- (x) A member who has appointed a proxy or attorney or corporate representative to participate and vote at this EGM must request his/her proxy or attorney or corporate representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV facilities in the Administrative Details for the EGM.
- (xi) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting at which the person named in the appointment the proxies:
 - (a) In hard copy form
In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (b) By Electronic Form
The Proxy Form can be electronically lodged via **TIIH Online** website at <https://tiih.online>. Please refer to the Administrative Details on the procedure for electronic lodgement of Proxy Form via TIIH Online.
- (xii) Please ensure ALL the particulars as required in the Proxy Form are completed, signed, and dated accordingly.
- (xiii) Last date and time for lodging the Proxy Form is **Tuesday, 24 October 2023 at 10.00 a.m.**
- (xiv) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the share registrar in accordance with Note (xi)(a) above **not less than forty-eight (48) hours before the time appointed for holding the EGM** or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is nortarially certified and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (xv) For a corporate member who has appointed a representative, please deposit the **ORIGINAL OR DULY CERTIFIED** certificate of appointment with the share registrar in accordance with Note (xi)(a) above. The certificate of appointment should be executed in the following manner:
 - (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 1. at least two (2) authorised officers, of whom one shall be a director; or
 2. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.



HEXTAR GLOBAL BERHAD

Registration No.: 199001014551 (206220-U)
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FORM OF PROXY

No. of shares held

CDS Account No.											
			-			-					

I / We _____
(FULL NAME IN BLOCK LETTERS)

(NRIC No./ Company Registration No./ Passport No. _____)

of _____
(FULL ADDRESS)

being a member/members of **HEXTAR GLOBAL BERHAD**, hereby appoint

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		

and/or failing him/her

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		

or failing him/her, the Chairman of the Meeting*, as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company that will be conducted virtually through live streaming and online voting using Remote Participation and Voting ("**RPV**") facilities from the broadcast venue at Hextar Global Berhad's Corporate Office, Level 3, No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia on **Thursday, 26 October 2023 at 10.00 a.m.**

* Please delete the words "the Chairman of the Meeting" if you wish to appoint some other person to be your proxy.

Resolution		FOR	AGAINST
Ordinary Resolution 1	Proposed Acquisitions		
Ordinary Resolution 2	Proposed Diversification		

(Please indicate with a cross "X" in the space provided whether you wish your vote to be cast for or against the Resolution. If in the absence of specific directions, your proxy will vote or abstain from voting as he/she thinks fit).

Signed this _____ day of _____, 2023.

Signature of shareholder or Common Seal



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 - 1. at least two (2) authorised officers, of whom one shall be a director; or
 - 2. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

