



NOTICE OF THE 32nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 32nd Annual General Meeting ("32nd AGM") of Hextar Global Berhad ("the Company") will be held virtually from Hextar Global Berhad's Corporate Office, Level 3, No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia as the Broadcast Venue and via TIH Online website at <https://tih.online> (Domain Registration No. MYNIC:D1A282781) on **Monday, 12 June 2023 at 10.00 a.m.** to transact the following business:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
[Refer to Explanatory Note (1)]
- To re-elect the following Directors who are retiring in accordance with Clause 127 of the Company's Constitution:

(a) Dato' Sri Dr. Erwan Bin Dato' Haji Mohd Tahir	Ordinary Resolution 1
(b) Dato' Ong Soon Ho	Ordinary Resolution 2

[Refer to Explanatory Note (2)]
- To re-elect Mr Rayburn Azhar Bin Ali who is retiring in accordance with Clause 132 of the Company's Constitution.
[Refer to Explanatory Note (3)] Ordinary Resolution 3
- To approve the payment of Directors' fees to the following Directors for the financial year ending 31 December 2023:-

(a) Dato' Sri Dr. Erwan Bin Dato' Haji Mohd Tahir: RM78,000.00	Ordinary Resolution 4
(b) Mr Yeoh Chin Hoe: RM66,000.00	Ordinary Resolution 5
(c) Dato' Ong Soon Ho: RM60,000.00	Ordinary Resolution 6
(d) Mr Liew Jee Min @ Chong Jee Min: RM60,000.00	Ordinary Resolution 7
(e) Additional Directors' fees of RM60,000.00	Ordinary Resolution 8

[Refer to Explanatory Note (4)]
- To approve the payment of Directors' benefits of up to RM50,000.00 from the date of the forthcoming 32nd Annual General Meeting until the next Annual General Meeting of the Company.
[Refer to Explanatory Note (5)] Ordinary Resolution 9
- To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.
[Refer to Explanatory Note (6)] Ordinary Resolution 10

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modifications, the following resolutions:

- WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT, 2016** Special Resolution 1

"THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act"), read together with Clause 15 of the Company's Constitution.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 11 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.
[Refer to Explanatory Note (7)]

- PROPOSED RENEWAL OF AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** Ordinary Resolution 11

"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 10% of the total number of issued shares (excluding any treasury shares) of the Company ("Proposed Mandate").

THAT such approval on the Proposed Mandate shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- 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
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

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 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 Mandate.
[Refer to Explanatory Note (8)]

- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** Ordinary Resolution 12

"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:

- 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
- 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:

- 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;
- 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
- 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:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- 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;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- 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.
[Refer to Explanatory Note (9)]

- PROPOSED RENEWAL AND NEW SHAREHOLDERS' MANDATES FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPV")** Ordinary Resolution 13

"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 20 April 2023 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 detrimental to the interest of the 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:

- 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;
- 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
- 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.
[Refer to Explanatory Note (10)]

- To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act, 2016 and the Constitution of the Company.

By Order of the Board

Lim Hooi Mooi (SSM PC No. 201908000134) (MAICSA No. 0799764)

Ong Wai Leng (SSM PC No. 202208000633) (MAICSA No. 7065544)

Phan Nee Chin (SSM PC No. 202008004339) (MIA No. 28178)

Company Secretaries

20 April 2023

Kuala Lumpur

NOTES:

- The 32nd AGM will be conducted 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") TIH Online website at <https://tih.online>
- 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.**
- Shareholders may exercise their right to participate (including to post questions to the Board) and vote remotely at the 32nd AGM via the RPV facilities provided by Tricor via its TIH Online website at <https://tih.online>. Please refer to the "Procedures for RPV facilities" in the Administrative Details for the AGM to register, participate and vote remotely via the RPV facilities.
- 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 1 June 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.
- 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.
- 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.
- 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.
- Where a member or the authorized nominee appoints more than two (2) proxies, or where an exempt authorized 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.
- 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.
- A member who has appointed a proxy or attorney or corporate representative to participate and vote at this AGM must request his/her proxy or attorney or corporate representative to register himself/herself for RPV at TIH Online website at <https://tih.online>. Please follow the Procedures for RPV facilities in the Administrative Details for the AGM.
- 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 AGM or adjourned meeting at which the person named in the appointment the proxies:
 - 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.
 - By Electronic Form**
 The Proxy Form can be electronically lodged via TIH Online website at <https://tih.online>. Please refer to the Administrative Details on the procedure for electronic lodgement of Proxy Form via TIH Online.
- Please ensure ALL the particulars as required in the Proxy Form are completed, signed, and dated accordingly.
- Last date and time for lodging the Proxy Form is **Saturday, 10 June 2023 at 10.00 a.m.**
- 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 AGM 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 notarially certified and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 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:
 - 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.
 - 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:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Notes to the Agenda:-

- Item 1 of the Agenda**
Audited Financial Statements for the financial year ended 31 December 2022
 1. This item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda Item is not a business which requires a resolution to be put to vote by shareholders.
- Item 2 of the Agenda – Ordinary Resolutions 1 and 2**
Re-election of Directors who retire in accordance with Clause 127 of the Company's Constitution
 2. The Nomination and Remuneration Committee ("NRC") had conducted an assessment of the Directors, in the areas of performance, contribution to interaction, quality of input, understanding of their roles and independence of Independent Directors, including fit and proper assessment. Based on the results of the Board Effectiveness Assessment for the financial year 2022, the Board approved the NRC's recommendation on the re-election of Dato' Sri Dr. Erwan bin Dato' Haji Mohd Tahir and Dato' Ong Soon Ho who are due to retire at the 32nd AGM in accordance with Clause 127 of the Company's Constitution based on the following justifications:
 - They have relevant mix of experience, skills, industry knowledge on business and finance requirements, expertise and core competency that is beneficial to the Company.
 - They have met the fit and proper criteria as stated in the Directors' Fit and Proper Policy in discharging their roles and responsibilities.
 - They are unafraid to pursue views or opinions on issues presented.
 - They devote adequate time in discharging their duties and responsibilities as Directors, work constructively with other Board members, attend meetings with well preparation and add values to Board meetings.
- Item 3 of the Agenda – Ordinary Resolution 3**
Re-election of Director who retires in accordance with Clause 132 of the Company's Constitution
 3. In accordance with Clause 132 of the Company's Constitution, any Director appointed during the year shall hold office only until the next AGM and shall be eligible for re-election. Mr Rayburn Azhar Bin Ali was appointed as Executive Director of the Company on 29 November 2022 and he has offered himself for re-election at this AGM.
- Item 4 of the Agenda – Ordinary Resolution 8**
Payment of additional Directors' fees
 4. This resolution is to facilitate payment of additional Directors' fees for the financial year ending 31 December 2023 in the event the Company appoints additional Independent Non-Executive Director(s).
- Item 5 of the Agenda – Ordinary Resolution 9**
Payment of Directors' Benefits
 5. This resolution is to facilitate payment of Directors' benefits from the 32nd AGM until the next AGM of the Company. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall. Directors' benefits include meeting allowances and other emoluments payable to Directors and in determining the estimated total, the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees and covers the period from the 32nd AGM until the next AGM of the Company.
- Item 6 of the Agenda – Ordinary Resolution 10**
Re-appointment of Crowe Malaysia PLT
 6. The AC at its meeting held on 28 November 2022 assessed the suitability, objectivity, and independence of the External Auditors ("EA"), Crowe Malaysia PLT ("Crowe") in accordance with the Company's External Auditors Policy. The AC was satisfied with the suitability of Crowe based on the quality of audit, performance, competency, and adequacy of resources provided by the external audit team to the Group. The Board had at its meeting held on 28 November 2022 approved the AC's recommendation for the shareholders' approval to be sought at the 32nd AGM on the appointment of Crowe as EA of the Company for the financial year 2023 in accordance with Section 340(1)(c) and Section 274(1)(a) of the Act.
- Item 7 of the Agenda – Special Resolution 1**
Waiver of Pre-emptive Rights pursuant to Section 85 of the Companies Act, 2016
 7. The Special Resolution is pertaining to the waiver of pre-emptive rights granted to the shareholders pursuant to Section 85 of the Companies Act, 2016. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive rights. The Special Resolution, if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
- Item 8 of the Agenda – Ordinary Resolution 11**
Proposed Renewal of Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016
 8. The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to 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, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed Mandate"). The authority for the Proposed Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier. This proposed Resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company. As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 31st AGM held on 23 May 2022 and will lapse at the conclusion of the 32nd AGM to be held on 12 June 2023. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.
- Item 9 of the Agenda – Ordinary Resolution 12**
Proposed Renewal of Authority of Share Buy-Back
 9. The proposed Resolution No. 12, if passed, will empower the Directors of the Company to purchase up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. For further information, please refer to the Share Buy-Back Statement dated 20 April 2023.
- Item 10 of the Agenda – Ordinary Resolution 13**
Proposed Renewal and New Shareholders' Mandates for Recurrent Related Party Transactions of a Revenue or Trading Nature
 10. The proposed Resolution No. 13 in respect of the Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature are intended to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arms' length basis and on the Groups' normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders.