

**THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular/Statement, 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 its issuance. 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. You should rely on your own evaluation to assess the merits and risks of the Proposals in this Circular/Statement.

**HEXTAR TECHNOLOGIES SOLUTIONS BERHAD**

[Registration No.: 200501034100 (716241-X)]

(Incorporated in Malaysia)

**PART A****CIRCULAR TO SHAREHOLDERS**

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

**PART B****STATEMENT TO SHAREHOLDERS**

IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES

**(COLLECTIVELY KNOWN AS "THE PROPOSALS")**

The Notice convening the Twentieth (20th) Annual General Meeting ("AGM") of Hextar Technologies Solutions Berhad ("HexTech" or "Company"), which will be held at Hextar Hall, Level 17, Hextar Tower, Hextar World Empire City, No.8, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, on Tuesday, 26 August 2025 at 10:30 a.m. or at any adjournment thereof, is set out in the 2025 Annual Report of the Company. Shareholders are advised to refer to the Notice of the 20th AGM (under "Special Business") and the Proxy Form enclosed therein.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies to attend and vote on his/her behalf. The Proxy Form should be lodged at the office of the Share Registrar, Tricor, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or its Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for the AGM. The Proxy Form can also be submitted electronically via TIIH Online at <https://tiih.online>. For further information on the electronic submission of Proxy Form, kindly refer to the Administration Guide for AGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM if you subsequently wish to do so.

**IMPORTANT DATES**

Last date and time for lodging the Proxy Form	: Sunday, 24 August 2025, at 10:30 a.m.
Date and time of the AGM	: Tuesday, 26 August 2025, at 10:30 a.m.

**THIS CIRCULAR/STATEMENT IS DATED 29 JULY 2025**

## DEFINITIONS

Except where the context otherwise requires, the following definition shall apply throughout this Circular/Statement:

"Act"	: Companies Act 2016 and includes any amendments thereto from time to time
"AGM"	: Annual General Meeting
"AC"	: Audit Committee of the Company
"BCB"	Binasat Communications Berhad [Registration No.: 201701008491 (1222656-D)]
"BCB Group"	: BCB and its subsidiaries
"Board"	: Board of Directors of HexTech
"BTSB"	: BTS Buildtrade Supply Sdn. Bhd. [Registration No.: 200301027397 (629817-V)]
"Bursa Securities" or "Exchange"	: Bursa Malaysia Securities Berhad [Registration No.: 200501015912 (635998-W)]
"Circular"	: This circular to shareholders in relation to the Proposed Shareholders' Mandate dated 29 July 2025
"CMSA"	: Capital Markets and Services Act 2007, as amended from time to time and any reenactment thereof
"Code"	: Malaysian Code on Take-Overs and Mergers, 2016, as amended from time to time
"Constitution"	: The Constitution of HexTech
"Director"	: Has the meaning given in Section 2(1) of the CMSA 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 the Company, its subsidiary or holding company; or  (b) Chief Executive of the Company, its subsidiary or holding company.
"EPS"	: Earnings per share
"HCB"	: Hextar Capital Berhad [Registration No.: 199401036979 (322661-W)]
"HCB Group"	: HCB and its subsidiaries
"HexTech" or "Company"	: Hextar Technologies Solutions Berhad [Registration No.: 200501034100 (716241-X)]
"HexTech Group" or "Group"	: HexTech and its subsidiaries
"HexTech Share(s)" or "Share(s)"	: Ordinary share(s) of HexTech

**DEFINITIONS (cont'd)**

"HGB"	: Hextar Global Berhad [Registration No.: 199001014551 (206220-U)]
"HGB Group"	: HGB and its subsidiaries
"HHB"	: Hextar Healthcare Berhad [Registration No.: 199601000297 (372642-U)]
"HHB Group"	: HHB and its subsidiaries
"HIB"	: Hextar Industries Berhad [Registration No.: 201101044580 (972700-P)]
"HIB Group"	: HIB and its subsidiaries
"HRB"	: Hextar Retail Berhad [Registration No.: 200301031466 (633887-M)]
"HRB Group"	: HRB and its subsidiaries
"LPD"	: 30 June 2025, being the latest practicable date prior to the printing of this Circular/Statement
"MMLR"	: The Bursa Securities Main Market Listing Requirements
"Major Shareholders"	<p>: A person who has an interest or interests in one (1) or more voting shares in HexTech and the number or aggregate number of those shares, is:-</p> <p>(a) equal to or more than 10% of the total number of voting shares in HexTech; or</p> <p>(b) equal to or more than 5% of the total number of voting shares in HexTech where such person is the largest shareholder of HexTech.</p> <p>This 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 major shareholder of HexTech as defined above or any other company which is a subsidiary of HexTech or HexTech's holding company. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act</p>
"Market Day"	: A day between Monday and Friday, both days inclusive, on which Bursa Securities is open for trading of securities
"NA"	: Net assets

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**DEFINITIONS (cont'd)**

"Person Connected"	<p>In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:</p> <ul style="list-style-type: none"> <li>(a) a family member of the Director or Major Shareholder;</li> <li>(b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director or Major Shareholder, or a family member of the Director or Major Shareholder, is the sole beneficiary;</li> <li>(c) a partner of the Director or Major Shareholder, or a partner of a person connected with that Director or Major Shareholder;</li> <li>(d) a person who is 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;</li> <li>(e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;</li> <li>(f) a body corporate or its Directors which/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;</li> <li>(g) a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;</li> <li>(h) a body corporate in which the Director or Major Shareholder, or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or</li> <li>(i) a body corporate which is a related corporation.</li> </ul>
"Proposed New Shareholders' Mandate"	: Proposed new shareholders' mandate for additional RRPT of a revenue or trading nature, pursuant to Paragraph 10.09(2) of the Main LR in relation to the RRPT
"Proposed Renewal of Shareholders' Mandate"	: Proposed renewal of shareholders' mandate for existing RRPT of a revenue or trading nature, pursuant to Paragraph 10.09(2) of the Main LR in relation to the RRPT
"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
"Proposed Share Buy-Back" or "SBB"	: Proposed authority for the Company to purchase up to ten percent (10%) of its total number of issued shares
"Proposed Renewal of Share Buy-Back Authority"	: Proposed renewal of authority for the Proposed Share-Buy Back
"Purchased shares"	: HexTech Shares to be purchased by the Company pursuant to the Proposed Share Buy-Back
"RM" and "sen"	: Ringgit Malaysia and sen respectively

## **DEFINITIONS (cont'd)**

"Recurrent Related Party Transaction(s)" or "RRPT(s)" : Recurrent related party transaction(s) of a revenue or trading nature of HexTech Group which are necessary for the day-to-day operations and in the ordinary course of business of HexTech Group as specified in Section 2.4 of this Circular

"Related Party (ies)" or "RP(s)" : "Director(s)", "Major Shareholder(s)" or "person(s) connected" with such director(s) or major shareholder(s), who are interested in the RRPT(s), as set out in Section 2.3 of the Circular

"SC" : Securities Commission

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

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day in this Statement shall be reference to Malaysian time, unless otherwise stated.

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**PART A**

**CIRCULAR IN RELATION TO THE PROPOSED RENEWAL  
OF SHAREHOLDERS' MANDATE AND PROPOSED NEW  
SHAREHOLDERS' MANDATE**





**HEXTAR TECHNOLOGIES SOLUTIONS BERHAD**

[Registration No.: 200501034100 (716241-X)]

(Incorporated in Malaysia)

**Registered Office:**

Level 7, Mercu 3  
No. 3, Jalan Bangsar, KL Eco City  
59200 Kuala Lumpur

29 July 2025

**Board of Directors:**

Tan Sri Muhammad Bin Ibrahim (Independent Non-Executive Chairman)  
Dato' Ong Choo Meng (Group Chief Executive Officer and Executive Director)  
Choo Joon Keong (Group Deputy Chief Executive Officer and Executive Director)  
Ronald Khoo Boo Soon (Executive Director)  
Dato' Ong Chong Yi (Independent Non-Executive Director)  
Yeoh Chin Hoe (Independent Non-Executive Director)  
Sujatha Sekhar A/P Tan Sri B.C. Sekhar (Independent Non-Executive Director)

**To: The Shareholders of HexTech**

Dear Sir/Madam,

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**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE**

**1. INTRODUCTION**

At the 19th AGM held on 28 August 2024, the Company had obtained a shareholders' mandate from its shareholders for HexTech Group to enter into RRPTs with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detriment of the minority shareholders, which are necessary for our Group's day-to-day operations. The aforesaid authorisation shall in accordance with the MMLR lapse at the conclusion of the forthcoming 20th AGM unless approval for its renewal is obtained from the shareholders of the Company at the forthcoming 20th AGM.

On 16 July 2025, HexTech had announced to Bursa Securities its intention to seek your approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of the MMLR at the forthcoming 20th AGM of the Company.

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate, to set out the Board's recommendation thereon and to seek your approval for the resolution thereto that is to be tabled as Special Business at the forthcoming AGM to be convened on 26 August 2025. The Notice of AGM together with the Proxy Form are set out in the 2025 Annual Report which is available at the Company's website at [www.hextartech.com](http://www.hextartech.com) or at Bursa Securities' website.

**THIS CIRCULAR SERVES TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE TO SET OUT YOUR BOARD'S RECOMMENDATION AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 20TH AGM UNDER THE AGENDA OF SPECIAL BUSINESS.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 20<sup>TH</sup> AGM OF OUR COMPANY.**

## **2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE**

### **2.1 BACKGROUND INFORMATION**

Paragraph 10.09(2), Part E of Chapter 10 of the MMLR states that a listed issuer may seek its shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to, inter alia, the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1)(a) of the MMLR;
- (c) a circular for the shareholders' mandate shall include the information as may be prescribed by Bursa Securities. The checklist showing compliance with such information must be submitted to Bursa Securities;
- (d) in a meeting to obtain the shareholders' mandate, the interested director, major shareholder or person connected with a director or major shareholder; and where it involves the interest of the person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution to approve the transactions. An interested director or major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer shall immediately announce to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Where a listed issuer has procured a shareholders' mandate in respect of RRPT(s) pursuant to Paragraph 10.09(2) of the MMLR, the provisions under Paragraph 10.08 of the MMLR shall not apply to the RRPT(s) which are comprised in the said mandate during the validity period of the mandate. The shareholders' mandate for the RRPT(s) is also subject to the following:-

- (a) the transactions are conducted on normal commercial terms;
- (b) the transactions are not detrimental to the minority shareholders;
- (c) the transactions are conducted on arm's length basis; and
- (d) details of the transactions containing the information as set out in Annexure PN12-A of the MMLR are set out in the Circular.

It is anticipated that HexTech Group would, in the ordinary course of its business, enter into the RRPT(s) which are necessary for its day-to-day operations with the classes of Related Parties which are disclosed in Section 2.3 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Our board is seeking your mandate which would allow our Group to enter into the RRPT(s) with the Related Parties as specified in Section 2.4 of this Circular provided that such transactions are necessary for its day-to-day operations, in the ordinary course of their business carried out on normal commercial terms and on terms not more favourable to the Related Parties than

those generally available to the public and are not to the detriment of its minority shareholders.

The Proposed Shareholders' Mandate, if approved by you at the forthcoming 20th AGM, applies in respect of the RRPT(s) to be entered into as set out in Section 2.4 of this Circular and shall take effect from and including the date of the forthcoming 20th AGM, and shall continue to be in force until:-

- (a) conclusion of the next AGM of our company following the forthcoming 20th AGM at which the Proposed Shareholders' Mandate are passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolutions passed by our shareholders in general meeting, whichever is the earlier. Thereafter, approval from our shareholders for annual renewal of the mandate will be sought at each subsequent AGM of our Company. Our Company will disclose the aggregate value of the RRPT(s) conducted during a financial year in the annual report for the said financial year.

## 2.2 PRINCIPAL ACTIVITIES OF HEXTECH GROUP

The principal activity of the Company is that of investment holding, whilst the principal activities of its subsidiaries are as follows:-

Company	Effective equity interest as at LPD	Principal activity
Subsidiaries	%	
1. Channel Legion Sdn. Bhd.	100	Investment holding
2. Complete Logistic Specialists Sdn. Bhd.	100	Total logistic services provider
3. Guper Bonded Warehouse Sdn. Bhd.	100	Investment holding
4. Hextech Management Sdn. Bhd.	100	Provision of management and marketing services, computer consultancy and insurance agents
5. Hextar Supplies Sdn. Bhd. (formerly known as Island Network Sdn. Bhd.)	100	General trading
6. Malsuria (M) Sdn. Bhd.	100	Providing financial services and to carry on money lending business
7. Pengangkutan Sekata Sdn. Bhd.	100	Lorry transport operator
8. Dian Pahlawan Sdn. Bhd.	100	Lorry transport operator
9. CIBC Technology Sdn. Bhd.	65	Trading via operating E-commerce
10. Sin Hiap Hoe Trading & Transport Sdn. Bhd.	100	Lorry transport operator

11. Hextar Marketing Sdn. Bhd.	100	Trading of building materials and other general items
12. Hextech Vision Sdn. Bhd.	100	Provision of technology related services
13. Hextech Business Sdn. Bhd.	100	Provision of technology related services
14. Hextech AI Innovations Sdn. Bhd.	100	Investment holding

It is anticipated that our Group would, in the normal course of business, continue to enter into transactions with classes of Related Parties as set out in Section 2.3. It is likely that such transactions will occur with some degree of frequency and could arise at any time. The Board is seeking the Proposed Shareholders' Mandate which will allow the Group, in their normal course of business, to enter into RRPT(s) with the classes of Related Parties set out in Section 2.3 provided such transactions are made at arm's length and on normal commercial terms of the Group and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

### 2.3 CLASSES OF RELATED PARTIES

The classes of Related Parties with whom transactions have been or will be carried out and contemplated are as follows:-

Major Shareholder/ Chief Officer/ Director	Relationship
Dato' Ong Choo Meng	<ul style="list-style-type: none"> <li>• Major shareholder of HexTech</li> <li>• Group Chief Executive Officer and Executive Director of HexTech</li> <li>• Major shareholder of HIB and HGB via his substantial shareholding in Hextar Holdings Sdn. Bhd.</li> <li>• Major shareholder of HCB and HRB</li> <li>• Major shareholder of HHB via his substantial shareholding and directorship in Hextar Rubber Sdn. Bhd.</li> <li>• Director and major shareholder of Hextar Holdings Sdn. Bhd.</li> </ul>

The aggregate values of transactions for the period from 26 August 2025 to the next AGM of the Company as given in Section 2.4 below, are estimated based on the past records of transactions entered into between the Group and the Related Parties concerned as well as estimates made based on management's projected sales and businesses. In view of the nature of the RRPT(s), the actual value(s) of any of the transactions may vary from the estimated values disclosed below. The eventual or actual aggregated value of the RRPT(s) entered into during a financial year in accordance with the Proposed Shareholders' Mandate will be disclosed in the Annual Report of HexTech for that particular financial year.

HexTech is proposing to seek its shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming AGM.

## 2.4. THE NATURE OF RRPTS CONTEMPLATED UNDER THE PROPOSED SHAREHOLDERS' MANDATE AND THE ESTIMATED VALUE

The nature of transactions which HexTech Group 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

	Transacting parties	Interested parties (Directors and/or Major Shareholders of HexTech Group)	Nature of transaction with HexTech Group	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 20 <sup>th</sup> AGM to the next 21 <sup>st</sup> AGM (RM'000)
1	HCB Group <sup>(i)</sup> (Service recipient)	Dato' Ong Choo Meng	Provision of logistic services	3,000	53	3,000
2	HCB Group <sup>(i)</sup> (Buyer)	Dato' Ong Choo Meng	Sales of building materials	100,000	1,036	100,000
3	HHB Group <sup>(ii)</sup> (Service recipient)	Dato' Ong Choo Meng	Provision of logistic services	3,000	20	3,000
4	HRB Group <sup>(i)</sup> (Service recipient)	Dato' Ong Choo Meng	Provision of logistic services	3,000	-	3,000
5	HIB Group <sup>(iii)</sup> (Service recipient)	Dato' Ong Choo Meng	Provision of logistic services	3,000	1,093	3,000
6	HIB Group <sup>(iii)</sup> (Service recipient)	Dato' Ong Choo Meng	Provision of professional services including IT related, sales consultation, management, etc.	3,000	-	5,000
7	HIB Group <sup>(iii)</sup> (Buyer)	Dato' Ong Choo Meng	Sales of building materials	3,000	-	20,000
8	BCB Group <sup>(iv)</sup> (Buyer)	Dato' Ong Choo Meng	Sales of building materials	3,000	-	150,000
9	HGB Group <sup>(iii)</sup> (Service recipient)	Dato' Ong Choo Meng	Provision of logistic services	3,000	424	3,000
10	HGB Group <sup>(iii)</sup> (Service recipient)	Dato' Ong Choo Meng	Provision of professional services including IT related, sales consultation, management, etc.	9,000	385	5,000

Explanatory Notes:

- (i) Dato' Ong Choo Meng is a major shareholder of HCB and HRB.
- (ii) Dato' Ong Choo Meng is a major shareholder of HHB via his substantial shareholding and directorship in Hextar Rubber Sdn. Bhd..
- (iii) Dato' Ong Choo Meng is a major shareholder of HIB and HGB via his substantial shareholding and directorship in Hextar Holdings Sdn. Bhd..
- (iv) Dato' Ong Choo Meng is a major shareholder of BCB via his substantial shareholding in HCB, which in turn is the holding company of Opcom VC Sdn. Bhd., the major shareholder of BCB.

Deviation from previous shareholders' 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 AGM held on 28 August 2024.

**b) Proposed New Shareholders' Mandate**

	<b>Transacting parties</b>	<b>Interested parties (Directors and/or Major Shareholders of HexTech Group)</b>	<b>Nature of transaction with HexTech Group</b>	<b>Estimated value as disclosed in existing mandate (RM'000)</b>	<b>Actual value transacted up to the LPD (RM'000)</b>	<b>Estimated value from forthcoming 20<sup>th</sup> AGM to the next 21<sup>st</sup> AGM (RM'000)</b>
1	HGB Group <sup>(i)</sup> (Buyer)	Dato' Ong Choo Meng	Sales of building materials	-	-	20,000

Explanatory Notes:

- (i) Dato' Ong Choo Meng is a major shareholder of HGB via his substantial shareholding and directorship in Hextar Holdings Sdn. Bhd..

## 2.5 AMOUNT DUE AND OWING BY RELATED PARTIES

As at 31 March 2025, the amount due and owing to HexTech Group by the Related Parties under the RRPTs which exceeded the credit term are as follows:-

Name of Related Party	Outstanding amount due under RRPTs which exceeded the credit term for the following periods as at 31 March 2025			
	1 year or less (RM)	More than 1 to 3 years (RM)	More than 3 to 5 years (RM)	More than 5 years (RM)
HGB Group	246,089	Nil	Nil	Nil
HHB Group	4,910	Nil	Nil	Nil
HIB Group	3,460	Nil	Nil	Nil
HCB Group	11,684	Nil	Nil	Nil

The total amount recovered from the total outstanding amount owing from Related Parties which exceeded the credit terms of RM266,143 as at 31 March 2025 up to LPD was RM210,199.

The amounts due are non-interest bearing and there are no late payment charges imposed on the above overdue trade receivables as it was trade in nature and the Board is of the opinion that there is no recoverability issue as the Related Parties are established organizations with good standing.

The management is constantly monitoring and following up with the debtors on the outstanding amount.

## 2.6 REVIEW PROCEDURES

HexTech Group had established various guidelines and procedures to ensure that the RRPTs are undertaken at arm's length basis and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The management of HexTech will review the RRPTs based on the following procedures:-

- (a) The related parties and interested Directors are to be advised that the RRPTs are subject to the shareholders' mandate and also to the review and disclosure procedures.
- (b) A register shall be maintained by the Company to record all related party transactions which are entered.
- (c) The purchase prices, terms and conditions of the recurrent transactions are determined after taking into consideration, amongst others, the demand and supply of the products/services, credit terms and reliability of supply, where practical and feasible, at least 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 HexTech Group based on similar costing method of pricing used for other products/services and/or quantities to ensure that the RRPT is not detrimental to the HexTech Group.

- (d) The AC's terms of reference shall require it to review and report to the Board on any related party transactions.
- (e) The AC shall, among other things, review and recommend to the Board for approval(s) and disclosures required for the entering of any related party transaction.
- (f) All RRPTs shall be reviewed by the AC on a quarterly basis. Should the AC during its review form an opinion that any RRPT is not being conducted in accordance with established terms and procedures and/or is not being conducted at arm's length basis and on normal commercial terms or is detrimental to the interest of minority shareholders, it shall advise the Board and the Board shall then deliberate on an appropriate course of action to take.
- (g) All material RRPTs of a revenue or trading nature shall require the approval of the Board. RRPT for amount exceeding RM1,000,000 on an annual basis or estimated to exceed RM1,000,000 on an annual basis are subject to review and approval of the Board prior to entering the said RRPTs. Meanwhile, RRPTs below the threshold of RM1,000,000 on an annual basis will be reviewed and approved by Executive Director and/or senior management provided always that such personnel have no interest in the transaction.
- (h) Any Director who has an interest in any related party transaction shall abstain from Board deliberation and voting and shall ensure that he and any Person(s) Connected to him will also abstain from voting on the resolution before them.
- (i) The Board and the AC shall continue to review the procedures established to monitor RRPT at least once a year or as and when required, with the authority to delegate to individuals or committees within the Company as they deem appropriate.
- (j) Disclosure will be made in the Company's Annual Report of the breakdown of the aggregate value of transactions conducted, types of transactions made, name of the Related Parties involved and their relationship with the Company pursuant to the Proposed Shareholders' Mandate during the financial year, and in the Annual Report for subsequent financial years in which the Proposed Shareholders' Mandate continues to be in force.

The Board may at its discretion, adopt new review and disclosure procedures and/or amend the existing procedures to ensure that the RRPTs are at all times on terms consistent with the Group's usual business practices and policies.

## **2.7 STATEMENT BY AC**

The AC of the Company has seen and reviewed the guidelines and procedures as set out in Section 2.6 above and is of the view that they are:

- (a) adequate to monitor, track and identify RRPTs in a timely and orderly manner; and
- (b) adequate to ensure that the RRPTs are being carried out on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the Company and of the minority shareholders of HexTech.

The AC shall continue to conduct half yearly review and monitor the RRPTs so as to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.



## **2.8 DISCLOSURE AND VALIDITY PERIOD**

Disclosure will be made in the Annual Report of the Company of the breakdown of the aggregate value of the RRPTs, types of transactions, names of the Related Parties involved and their relationship with the Company during the relevant financial year, and in the Annual Reports of the subsequent years during which the Proposed Shareholders' Mandate remains in force.

The Proposed Shareholders' Mandate is subject to annual renewal and will continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the proposed shareholders' mandate for RRPTs is passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at that AGM;
- (b) the expiry of the period within which the next AGM is required by law to be held (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 in general meeting,

whichever occurs first.

## **3. RATIONALE AND BENEFIT FOR THE PROPOSED SHAREHOLDERS' MANDATE**

The Proposed Shareholders' Mandate is to obtain approval from its shareholders for RRPTs to be entered into by the Group from the date following the forthcoming AGM to the date of the next AGM of the Company. The RRPTs are necessary for the day-to-day operations of the Group and/or contribute to its operational sales revenue. The Proposed Shareholders' Mandate, which is subject to annual renewal, will eliminate the need for the Company to announce or convene separate general meetings from time to time to procure shareholders' prior approval for the RRPTs. This would reduce substantially the administrative time and expenses associated with the convening of such meetings, without compromising the corporate objectives and business integrity of the Group or adversely affecting the business opportunities available to the Group.

The benefits accruing to the Group from the RRPTs, amongst others, stem from the close working relationships with the Related Parties in the RRPTs. These close relationships should ensure timely delivery and provision of services, commitment and reliability of quality services for the Group in order to ensure smooth operation of the day-to-day business of the Group.

## **4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE**

The Proposed Shareholders' Mandate is not expected to have any material impact on the share capital, substantial shareholders' shareholdings and gearing of HexTech Group. However, it is expected to contribute positively to the earnings and net assets of the Group.

## **5. APPROVAL REQUIRED**

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

## 6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM

Saved as disclosed below, none of the Directors, Major Shareholders, Chief Executive and/or Persons Connected with them have any interest, direct or indirect, in the Proposed Shareholders' Mandate as at LPD:-

### Interested Director / Major Shareholder / Chief Executive

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Dato' Ong Choo Meng	103,698,900	5.04	1,117,360,000 <sup>(a)</sup>	54.28

#### Note:

*Indirect Interest - Deemed Interested by virtue of his shareholdings in Hextar Tech Sdn. Bhd. and Hextar Holdings Sdn. Bhd. pursuant to Section 8(4) of the Act.*

Dato' Ong Choo Meng has abstained and/or will abstain from Board deliberations and voting in relation to the RRPTs in which he is interested under the Proposed Shareholders' Mandate.

Dato' Ong Choo Meng has abstained and/or will abstain from voting in respect of his direct and/or indirect shareholdings in HexTech, if any, on the Ordinary Resolution relating to the Proposed Shareholders' Mandate in which he is interested to be tabled at the forthcoming AGM of HexTech or at any adjournment thereof. In addition, Dato' Ong Choo Meng has undertaken that he will ensure the Persons Connected with him will abstain from voting in respect of his direct and/or indirect shareholdings in HexTech, if any, on the Ordinary Resolution relating to the Proposed Shareholders' Mandate in which he is interested, deliberating or approving the Proposed Shareholders' Mandate at the said AGM or at any adjournment thereof.

## 7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (except for Dato' Ong Choo Meng as the Interested Director) is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company. Accordingly, the Board (except for Dato' Ong Choo Meng as the Interested Director) recommends that you vote in favour of the resolution relating to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

## 8. AGM

The Ordinary Resolution to approve the Proposed Shareholders' Mandate is set out as Special Business in the Notice of AGM in the 2025 Annual Report of the Company and being sent together with the Proxy Form.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Proxy Form enclosed in the 2025 Annual Report in accordance with the instructions contained therein as soon as possible and, in any event, to arrive at the office of 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 its Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for the AGM or any adjournment thereof. The Proxy Form can also be submitted electronically via TIIH Online website at <https://tiih.online>. For further information on the electronic submission of Proxy Form, kindly refer to the Administration Guide for AGM.

The completion and lodgement of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

## 9. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendices in this Circular for additional information.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**HEXTAR TECHNOLOGIES SOLUTIONS BERHAD**

**TAN SRI MUHAMMAD BIN IBRAHIM**  
INDEPENDENT NON-EXECUTIVE CHAIRMAN

**PART B**

**STATEMENT IN RELATION TO THE PROPOSED  
RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE  
COMPANY TO PURCHASE UP TO TEN PERCENT (10%)  
OF ITS TOTAL NUMBER OF ISSUED SHARES**



**HEXTAR TECHNOLOGIES SOLUTIONS BERHAD**

[Registration No.: 200501034100 (716241-X)]

(Incorporated in Malaysia)

**STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE UP TO 10% OF ITS TOTAL NUMBER OF ISSUED SHARES**

**1. INTRODUCTION**

At the 19th AGM of HexTech held on 28 August 2024, shareholders' approval was obtained for the Company to purchase up to 10% of its total number of issued shares in accordance with Section 127 of the Act.

On 16 July 2025, HexTech announced its intention to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Authority for the Company to purchase its own shares up to 10% of its total number of issued shares.

The purpose of this Statement is to provide you with information on the Proposed Renewal of Share Buy-Back Authority and to seek your approval by way of an ordinary resolution to be tabled as Special Business at the forthcoming AGM of the Company. The Notice of AGM together with the Proxy Form are enclosed in the 2025 Annual Report.

**THE PURPOSE OF PART B OF THIS CIRCULAR/STATEMENT IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING THERETO TO BE TABLED AT OUR FORTHCOMING AGM.**

**THE NOTICE OF AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 MARCH 2025.**

**YOU ARE ADVISED TO READ PART B OF THIS CIRCULAR/STATEMENT TOGETHER WITH THE APPENDICES BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.**

**2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

**2.1 DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Board wishes to seek shareholders' approval to renew the authority to purchase and/or hold up to 10% of the total number of issued shares of the Company at any point in time through Bursa Securities. As at LPD, the total number of issued shares of the Company is 2,058,384,000 shares.

The Proposed Share Buy-Back is subject to compliance with Section 127 of the Act and other prevailing laws, rules, regulations, orders, guidelines and requirements governing the purchase of a company's own shares. The Company may, subject to the approval of its shareholders and Constitution, purchase its own ordinary shares listed on Bursa Securities through its appointed stockbroker(s) effective immediately after the passing of the ordinary resolution to be tabled at the forthcoming AGM of the Company and will continue to be in force until:

- (a) the conclusion of the next AGM of HexTech following the AGM at which such resolution is passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or

- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of HexTech in a general meeting;

whichever occurs first.

## **2.2 FUNDING**

The Proposed Share Buy-Back will be financed through internally generated funds and/or bank borrowings. The maximum amount of funds to be utilised by the Company for the purchase of its own shares shall not exceed the retained earnings of the Company. Based on the latest audited financial statements as at 31 March 2025, the retained earnings of the Company stood at RM48.11 million. As at the date of issuance of this statement, the unaudited retained earnings of the Company as at 30 June 2025 have not been announced to Bursa Securities.

The proportion of the funding will depend on the quantum of purchase consideration as well as the availability of internally generated funds and borrowings and repayment capabilities of the Company at the time of purchase. In the event that the Proposed Share Buy-Back is to be partly or wholly financed by bank borrowings, the Board will ensure that the Company will have sufficient funds to repay such borrowings and that the repayment would not have any material effect on the cash flow of HexTech.

In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back.

## **2.3 IMPLICATIONS OF THE CODE**

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory offer under the Code by any of the Company's substantial shareholders and/or persons acting in concert with them, the Board will ensure that such number of Shares are purchased, retained as treasury shares, cancelled or distributed such that the Proposed Share Buy-Back would not result in the triggering of any mandatory offer obligation on the part of the Company's substantial shareholders and/or persons acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of HexTech Shares pursuant to the Proposed Share Buy-Back.

## **2.4 TREATMENT OF SHARES PURCHASED BY HEXTECH**

Pursuant to Section 127(4) of the Act, the Directors may deal with the Purchased Shares in the following manners:

- i) to cancel the Purchased Shares;
- ii) to retain the Purchased Shares as treasury shares held by the Company; or
- iii) to retain part of the Purchased Shares as treasury shares and cancel the remainder of the Purchased Shares.

When the Directors intend to retain the Purchased Shares as treasury shares, cancel the Purchased Shares, or both, an appropriate announcement will be made to Bursa Securities as and when the Proposed Renewal of Share Buy-Back Authority is exercised.

Pursuant to Section 127(7) of the Act, if the Board decides to retain the Purchased Shares as treasury shares, it may later distribute the treasury shares as dividends to the shareholders, resell the treasury shares through Bursa Securities, transfer the treasury shares for the purposes of or under an employees' share scheme, transfer the treasury shares as purchase consideration, cancel the shares or sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

## **2.5 RANKING OF THE PURCHASED SHARES**

Whilst the Purchased Shares are held as treasury shares, Section 127(8) of the Act states, amongst others, that the rights attached to them as to voting, dividend and participation in other distributions or otherwise are suspended.

## **2.6 RATIONALE FOR THE PROPOSED SHARE BUY-BACK**

The implementation of the Proposed Share Buy-Back, if and when the Company deems appropriate, would enable the Company to utilise its surplus financial resources to purchase HexTech Shares at prices which the Board views as favourable.

Depending on the funding cost for the purchase of the HexTech Shares, the Proposed Share Buy-Back may strengthen the EPS of HexTech and if so, it is expected to benefit the shareholders of HexTech.

With the Purchased Shares to be 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 to the shareholders as dividends.

## **2.7 PUBLIC SHAREHOLDING SPREAD**

Section 127(9) of the Act states, amongst others, that if the Purchased Shares are held as treasury shares, such treasury shares shall not be taken into account in calculating the number or percentage of HexTech Shares or of a class of HexTech Shares for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

As at LPD, the public shareholding spread of the Company was 40.68%. The public shareholding spread is expected to be reduced to 34.09% assuming the Proposed Share Buyback is implemented in full with the purchase of HexTech Shares from public shareholders and all the HexTech Shares so purchased are either held as treasury shares or cancelled. The Company will take cognisance of the 25% public shareholding spread requirement stipulated in the MMLR before purchasing any of its own shares. The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's own shares if the purchase results in the public shareholding spread requirements not being met.

## **2.8 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK**

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are:

- (a) the Company's share capital base will be reduced pursuant to the Proposed Share Buy-Back, which may increase the likelihood of a higher dividend rate being declared in the future; and
- (b) with the Purchased Shares being retained as treasury shares, it will provide the Board with an option to sell the Purchased Shares at a higher price and therefore make a gain for the Company. Alternatively, the Purchased Shares can be distributed as share dividends to shareholders of the Company as a reward.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are:

- (a) reduction of the financial resources of the Company available for distribution to the shareholders of the Company in the foreseeable future;
- (b) resultant opportunity costs for the Company as better investment opportunities may be foregone in the future with the reduction in financial resources of the Group available upon implementation of the Proposed Share Buy-Back; and

- (c) deprive the Company of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back. Further, if the Proposed Share Buy-Back is financed via bank borrowings, the Company would have to service interest obligations.

The Proposed Share Buy-Back, however, is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be exercised only after in-depth consideration of the financial resources of HexTech which need to be balanced against investment opportunities and other proposals that can enhance the value to its shareholders. The Board in exercising any decision in implementing the Proposed Share Buy-Back will be mindful of the interests of the Company and of its shareholders.

## **2.9 PURCHASE OF SHARES AND RESALE OF TREASURY SHARES IN THE PREVIOUS TWELVE (12) MONTHS**

The Company does not currently hold any treasury shares and has not purchased, resold, transferred or cancelled any shares in the preceding twelve (12) months.

## **3. APPROVAL REQUIRED**

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of HexTech at the forthcoming AGM. The Proposed Renewal of Share Buy-Back Authority is not conditional upon any other proposal.

## **4. EFFECTS OF THE PROPOSED SHARE BUY-BACK**

### **4.1 SHARE CAPITAL**

The proforma effect of the Proposed Shares Buy-Back on the issued shares of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares. The Proposed Share Buy-Back will result in a reduction of the issued shares of the Company if the Purchased Shares are cancelled. If all the HexTech Shares so purchased are retained as treasury shares, the issued shares of the Company will not be reduced but the rights attached to the treasury shares as to voting, dividends, and participation in other distributions or otherwise will be suspended.

Based on the Company's issued shares as at LPD, the effects of the Proposed Share Buy-Back, assuming that the Purchased Shares will be cancelled, are as follows:

	Proforma After 10% SBB
Existing issued shares at LPD	2,058,384,000
Maximum number of HexTech Shares that may be purchased pursuant to the SBB Authority	(205,838,400)
Resultant issued shares	<u>1,852,545,600</u>

### **4.2 NA**

The effects of the Proposed Share Buy-Back on the NA per share of the Company will depend on the purchase price of the HexTech Shares and the effective funding cost or loss in interest income of the Company.

If the HexTech Shares purchased are cancelled, the Proposed Share Buy-Back would reduce the NA per share of the Company if the purchase price exceeds the NA per share at the time of purchase. Conversely, the NA per share of the Company would be increased if the purchase price is less than the NA per share at the time of purchase. Should the HexTech Shares purchased be resold, the consolidated NA per share will increase if the Company realises a gain from the resale, and vice versa.



### 4.3 WORKING CAPITAL

The Proposed Share Buy-Back, as and when implemented, will reduce the working capital and cash flow of the Group, the quantum of which depends on, amongst others, the number of HexTech Shares purchased and the purchase price(s) of the HexTech Shares.

For HexTech Shares so purchased which are kept as treasury shares, upon their resale, the working capital and the cash flow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

### 4.4 EARNINGS

The effects of the Proposed Share Buy-Back on the consolidated earnings of HexTech would depend on the purchase price and number of HexTech Shares purchased as well as the effective funding cost to the Company in implementing the Proposed Share Buy-Back.

The reduction in the number of HexTech Shares applied in the computation of the consolidated EPS pursuant to the Proposed Share Buy-Back may generally, all else being equal, have a positive impact on the consolidated EPS for the financial year when the Proposed Share Buy-Back is implemented. Should the HexTech Shares purchased be resold, the extent of the impact to the earnings of the Group will depend on the actual selling price, the number of treasury shares resold, the effective funding cost and the gain or loss on the disposal, if any.

### 4.5 DIVIDENDS

Barring any unforeseen circumstances, the Board does not expect the Proposed Share Buy-Back to materially affect the dividend policy of the Company. Any future dividend to be declared and paid will depend on, amongst others, the actual results of the Group, its cash reserves, capital commitment and future funding requirements.

### 4.6 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

Based on the Record of Depositors as at LPD and assuming that the Proposed Share Buy-Back is implemented up to the maximum of 10% of the issued shares and that the Purchased Shares are from the shareholders other than the Directors and substantial shareholders of HexTech, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and substantial shareholders of HexTech are set out below:-

	Number of Shares held as at LPD				Proforma After 10% SBB			
	Direct ( <sup>'000</sup> )	%	Indirect ( <sup>'000</sup> )	%	Direct ( <sup>'000</sup> )	%	Indirect ( <sup>'000</sup> )	%
<b>Substantial Shareholders</b>								
Dato' Ong Choo Meng <sup>(b)</sup>	103,699	5.04	1,117,360 <sup>(a)</sup>	54.28	103,699	5.60	1,117,360 <sup>(a)</sup>	60.31
Hextar Tech Sdn. Bhd.	1,031,360	50.11	-	-	1,031,360	55.67	-	-

Notes:

(a) Deemed interested by virtue of his shareholding in Hextar Tech Sdn. Bhd. and Hextar Holdings Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016.

(b) Dato' Ong Choo Meng is Group Chief Executive Officer and Executive Director of HexTech.

## 5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of our shares traded on Bursa Securities for the past twelve (12) months are as follows:

	High (RM)	Low (RM)
<b><u>2024</u></b>		
July	1.12	0.99
August	1.11	0.98
September	1.11	1.04
October	1.27	1.05
November	1.13	1.00
December	1.23	1.01
<b><u>2025</u></b>		
January	1.23	1.13
February	1.39	1.06
March	1.26	1.12
April	1.18	1.00
May	1.13	1.06
June	1.23	1.05

The last transacted market price on LPD prior to the printing of this Statement is RM1.15.

(Source : [www.finance.yahoo.com](http://www.finance.yahoo.com))

## 6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors and/or substantial shareholders of the Company and Persons Connected to them have any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

## 7. DIRECTORS' RECOMMENDATION

The Board is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and accordingly, the Directors recommend that you vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

## 8. AGM

The Ordinary Resolution to approve the Proposed Renewal of Share Buy-Back Authority is set out as Special Business in the Notice of AGM in the Company's 2025 Annual Report.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Proxy Form enclosed in the 2025 Annual Report in accordance with the instructions contained therein as soon as possible and in any event to arrive at the office of 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 its Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof. The Proxy Form can also be submitted electronically via TIIH Online website at <https://tiih.online>. For further information on the electronic submission

of Proxy Form, kindly refer to the Administration Guide for AGM.

The completion and lodgement of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

## **9. FURTHER INFORMATION**

Shareholders are requested to refer to Appendices for further information.

This Proposed Renewal of Share Buy-Back Authority Statement is dated 29 July 2025.

## APPENDIX I

### FURTHER INFORMATION

#### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of HexTech 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.

#### 2. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, either as the plaintiff or defendant, claims or arbitration which have a material effect on the financial position or business of our Group and our Board is not aware of any proceedings, pending or threatened against our Group, or of any other facts which is likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

#### 3. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor any of its subsidiaries has entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of the Group) during the two (2) years immediately preceding the date of this Circular.

- (a) Sale and purchase agreement dated 12 March 2024 entered into between Sin Hiap Hoe Trading & Transport Sdn. Bhd. and Dataran Ehsan Sdn. Bhd., for the proposed disposal of a parcel of leasehold vacant industrial land measuring 9,712 square metres, held under HSD 119778, PT No. 121658, Mukim & District of Klang, State of Selangor ("Klang Property") for a cash consideration of RM8,781,284.40.
- (b) Sale and purchase agreement dated 29 August 2024 entered between Channel Legion Sdn. Bhd., a wholly owned subsidiary of the Company, as the vendor and Pacific Trustees Berhad, acting solely in its capacity as the trustee for and on behalf of KIP Real Estate Investment Trust as the purchaser for the remaining unexpired period of the lease on a part of the leasehold land held under the document of title PN 7324, Lot 67894, Mukim Klang, Daerah Klang, Negeri Selangor measuring approximately 25,899.88 square metres together with a single-storey detached factory with a single-storey office annexed and a single-storey detached factory with an integral single-storey office, a refuse chamber and a guard house bearing the postal address of Part of Plot P823 and Plot P825, Jalan FZ1-P8, Port Klang Free Zone/KS12, 42920 Pulau Indah, Selangor Darul Ehsan with a lettable area of 193,365 square feet expiring on 11 November 2049 for a cash consideration of RM23,700,000.
- (c) Heads of agreement dated 11 September 2024 entered between Guper Bonded Warehouse Sdn. Bhd. ("GBWSB"), a wholly owned subsidiary of HexTech, as the vendor and Widad Group Berhad ("Widad") as the purchaser to exclusively negotiate the disposal of five (5) adjoining parcels of vacant industrial land in Bandar Nilai Utama, District of Seremban, Negeri Sembilan measuring approximately 56,231 square metres in aggregate for a total disposal consideration which to be determined later.

On 17 April 2025, GBWSB entered into a conditional sale and purchase agreement with Widad Development (Nilai) Sdn. Bhd. (formerly known as Widad Rail Sdn. Bhd.) ("WDNSB" or "Purchaser"), a wholly owned subsidiary of Widad. GBWSB agreed to sell, and WDNSB agreed to purchase, four adjoining parcels of vacant freehold industrial land for a disposal consideration of RM31,300,000. The disposal consideration will be settled by WDNSB through the issuance and allotment by Widad to GBWSB or its nominee of 993,650,794 new ordinary shares in Widad at an issue price of RM0.0315 per share.

- (d) Share sale agreement dated 30 September 2024 entered between HexTech, as the vendor and TN Engineering Sdn. Bhd. as the purchaser for the disposal of 73,200 ordinary shares or 2.44% equity interest in Guper Integrated Logistics Sdn. Bhd. for a cash consideration of RM2,570,799.96.
- (e) Sale and purchase agreement dated 16 April 2025 entered between Pengangkutan Sekata Sdn. Bhd., a wholly owned subsidiary of the Company, as the vendor and Airique Property Sdn. Bhd., as the purchaser for the disposal of a piece of leasehold industrial land measuring approximately 3.00 acres or 130,674 square feet together with a single-storey warehouse, a two-storey office, a guard house, and a garbage house situated at Pasir Gudang, Johor, for a cash consideration of RM16,000,000.

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection during normal business hours (except public holidays) at the Registered Office of the Company located at Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur from the date of this Circular/Statement up to and including the date of the forthcoming AGM:-

- (a) the Constitution of HexTech;
- (b) the Audited Financial Statements of HexTech for the financial years ended 31 March 2024 and 31 March 2025; and
- (c) the agreements/contracts in respect of Section (3) above.

**EXTRACT OF THE NOTICE OF THE 20TH AGM**

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

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

**(Resolution 7)**

"THAT subject to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the Main Market Listing Requirements ("MMLR") of Bursa Securities and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares in the Company's issued share capital through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:-

- (i) the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total number of issued shares of the Company at any one time; and
  - (ii) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the retained profits of the Company;
  - (iii) the authority conferred by this ordinary resolution shall commence immediately upon the passing of this ordinary resolution and continue to be in force until :-
    - (a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
    - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
    - (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,
- whichever occurs first.

THAT upon completion of the purchase(s) by the Company of its own shares, the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- (a) cancel all the shares so purchased; and/or
- (b) retain the shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on the market of Bursa Securities; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

**APPENDIX II****PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE FOR RRPT")****(Resolution 8)**

"THAT, subject to Paragraph 10.09 of the MMLR of Bursa Securities, the Company and its subsidiaries ("Group") be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in the Section 2.4 of the Circular to Shareholders dated 29 July 2025, PROVIDED THAT such transactions are necessary for the Group's day-to-day operations and are in the ordinary course of business of the Group and at arm's length basis and on normal commercial terms which 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 of the Company;

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority conferred by this resolution is renewed;
  - (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,
- whichever is earlier;

AND THAT the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate as authorised by this Ordinary Resolution."