



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth (20th) Annual General Meeting ("AGM") of Hextar Technologies Solutions Berhad ("Company") will be held on **Tuesday, 26 August 2025 at 10.30 a.m.** or at any adjournment thereof, at the Hextar Hall, Level 17, Hextar Tower, Hextar World Empire City, No. 8, Jalan PUJ 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan for the purpose of considering and, if thought fit, passing with or without modifications, for the following purposes:-

AS ORDINARY BUSINESS

- To receive the audited financial statements for the financial year ended 31 March 2025 and the Reports of the Directors and Auditors thereon.
- To approve the following payments to Directors:
 - Directors' fees for the Non-Executive Directors not exceeding RM400,000 for the financial year ending 31 March 2026 (2025:RM348,000);
 - Meeting allowance for the Non-Executive Directors for the period from 27 August 2025 until the next AGM of the Company:
- To re-elect the following Directors who retire pursuant to Article 131.1 of the Constitution of the Company:-
 - Dato' Ong Choo Meng
 - Mr. Choo Joon Keong

*Please refer to
Explanatory Note (1)*

Ordinary Resolution 1
*Please refer to
Explanatory Note (2)*
Ordinary Resolution 2
*Please refer to
Explanatory Note (2)*

Position	Per Meeting Day
Board Committee Chairman	RM1,250
Non-Executive Director	RM1,000

- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Board of Directors ("Board") to fix their remuneration.

Ordinary Resolution 3
Ordinary Resolution 4
*Please refer to
Explanatory Note (3)*
Ordinary Resolution 5

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolutions:

- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") - General Allotment

"THAT pursuant to Sections 75 and 76 of the Act, full authority be and is hereby given to the Directors to issue shares of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company as at the date of this AGM and that such authority shall continue in force until the conclusion of the next AGM of the Company, and that the Directors be and are hereby empowered to obtain the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new shares so issued."

"AND FURTHER THAT pursuant to Section 85 of the Act read together with Article 76 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act; AND THAT the Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

- Proposed Renewal of Shareholders' Mandate to Enable the Company to Purchase up to Ten Percent (10%) of its Total Number of Issued Shares ("Proposed Renewal of Share Buy-Back Authority")

"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:-

- 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
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the retained profits of the Company;
- the authority conferred by this ordinary resolution shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:-
 - 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
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - 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:-

- cancel all the shares so purchased; and/or
- 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
- retain part thereof as treasury shares and cancel the remainder.

- Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue and/or Trading Nature ("Proposed Shareholders' Mandate for RRPT"):-

"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:

- 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;

Ordinary Resolution 8
*Please refer to
Explanatory Note(5)(iii)*

- 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

- 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."

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

By Order of the Board
Hextar Technologies Solutions Berhad

Wong Mee Kiat (MAICSA 7058813) (SSM PC No. 202008001958)
Lim Li Heong (MAICSA 7054716) (SSM PC No. 202008001981)
Secretaries

Kuala Lumpur
Dated: 29 July 2025

EXPLANATORY NOTES

- Receiving of the Audited Financial Statements
Item 1 of the Agenda is intended for discussion only as the provision of Section 340(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. As such this item is not put forward for voting.
- Payment of Directors' Fees and Benefits
Section 230(1) of the Act provides that the fees and any other benefits (including any compensation for loss of employment) payable to the directors of a company shall be approved by the members at a general meeting. The Board wishes to seek shareholders' approval for the following payment to the Non-Executive Directors:
Ordinary Resolution 1 - Proposed payment of Directors' fees for the Non-Executive Directors not exceeding RM400,000 for the financial year ending 31 March 2026 (2025: RM348,000);
The proposed Ordinary Resolution 1 is to seek shareholders' approval to facilitate the payment of Directors' fees on current year basis. In the event the Directors' fees proposed is insufficient, the Board will seek the approval of shareholders at the next AGM to authorise payment of the shortfall.
Ordinary Resolution 2 - Proposed payment of meeting allowance of RM1,250 per meeting day for the Board Committees Chairman and RM1,000 per meeting day for the other Non-Executive Directors from 27 August 2025 until the next AGM of the Company. The meeting allowance will only be paid on the actual attendance of meetings by the Directors.
- Re-election of Directors
Ordinary Resolutions 3 & 4 – Re-election of Directors
Dato' Ong Choo Meng and Mr. Choo Joon Keong are retiring in accordance with Article 131.1 of the Company's Constitution and, being eligible, have offered themselves for re-election. Their profiles are available in the Directors' Profile section of the Annual Report 2025.
In assessing the eligibility of the Directors to stand for re-election at the 20th Annual General Meeting, the Nomination and Remuneration Committee ("NRC") has taken into consideration the following factors:
 - their satisfactory performance and compliance with the Company's Fit and Proper Policy, including criteria such as character, experience, integrity, competence, and commitment in discharging their duties and responsibilities; and
 - in the case of Independent Directors, the extent of their independence and their ability to act in the best interests of the Company, supported by their annual declaration of independence.
 The Board, having considered the recommendation of the NRC, has endorsed the re-election of Dato' Ong Choo Meng and Mr. Choo Joon Keong as Directors of the Company. The retiring Directors abstained from all deliberations and voting on matters concerning their own re-election.
- Proxy Form
 - In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 August 2025 shall be eligible to attend the AGM.
 - A member of the Company entitled to attend and vote at the AGM is entitled to appoint one (1) or more proxies to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy in relation to the AGM, 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. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the AGM shall have the same rights as the member to attend, participate, speak and vote at the AGM.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
 - Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares in the Company for multiple beneficial owners in one 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.
 - The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Drop-off Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. Alternatively, the Form of Proxy may also be lodged electronically via the TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof, resolutions set out above are to be voted by poll. Kindly refer to the Administrative Guide for the AGM for further information on the electronic lodgement of the Proxy Form.
 - Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions set out in this Notice will be put to a vote by way of a poll.
- Explanatory Notes on Special Business:
 - Ordinary Resolution 6 - Proposed renewal of authority for Directors to issue shares - General Allotment
Ordinary Resolution 6 is proposed for the purpose of granting a renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Act. Ordinary Resolution 6, if passed, will give the Directors of the Company authority to issue not more than ten percent (10%) of the total number of issued shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.
The Company did not issue any new shares pursuant to that mandate obtained as at the date of this notice. Ordinary Resolution 6 is a renewal of the general mandate. At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is obtained, an announcement will be made to Bursa Securities by the Company in respect of the purpose and utilisation of proceeds arising from such issue.
The general mandate, if granted, will provide flexibility to the Company for any possible funds-raising activities, including but not limited to placement of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).
The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Article 76 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Article 76 of the Constitution of the Company pertaining to the issuance and allotment of the new shares under Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.
 - Ordinary Resolution 7 - Proposed renewal of share buy-back authority.
Ordinary Resolution 7, if passed, will enable the Company to utilise any of its surplus financial resources to purchase its own shares through Bursa Securities up to ten percent (10%) of the total number of issued shares of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.
Further information on the proposed renewal of the share buy-back authority is set out in the Statement to Shareholders of the Company dated 29 July 2025 which is dispatched together with the Company's 2025 Annual Report.
 - Ordinary Resolution 8 - Proposed Shareholders' Mandate for RRPT.
Ordinary Resolution 8, if passed, will empower the Group to enter into recurrent related party transactions ("RRPT") of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 29 July 2025 which are necessary for the Group's day-to-day operations and/or in the ordinary course of business of the Group on normal commercial terms and to facilitate the conduct of the Group's business in a timely manner.
The proposal includes the proposed renewal of the existing shareholders' mandate for RRPT of a revenue or trading nature that was approved by the shareholders at the 19th AGM.
Further information on the Proposed Shareholders' Mandate for RRPT is set out in the Circular to Shareholders of the Company dated 29 July 2025, which is dispatched together with the Company's 2025 Annual Report.