



HEXTAR INDUSTRIES BERHAD
(Registration No.: 201101044580 (972700-P))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Hextar Industries Berhad ("HIB" or the "Company") to be held virtually through live streaming from the Broadcast Venue at No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor ("**Broadcast Venue**") on Wednesday, 12 October 2022 at 3:00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY HIB FROM HEXTAR HOLDINGS SDN BHD ("HHSB") OF 100% EQUITY INTEREST IN HEXTAR FERTILIZERS LIMITED ("HFL") FOR A TOTAL PURCHASE CONSIDERATION OF RM480,000,000 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 1,600,000,000 NEW ORDINARY SHARES IN HIB ("CONSIDERATION SHARES") AT AN ISSUE PRICE OF RM0.30 PER CONSIDERATION SHARE ("PROPOSED ACQUISITION")

"**THAT**, subject to fulfilment of the conditions precedent and the approvals of all relevant parties and/or authorities being obtained, where required, approval be and is hereby given for the Company to acquire 100% equity interest in HFL, comprising 5 ordinary shares of USD0.10 from HHSB for a total purchase consideration of RM480,000,000 to be satisfied via the issuance and allotment of 1,600,000,000 new ordinary shares in HIB at an issue price of RM0.30 per Consideration Share, upon the terms and conditions set out in the conditional share sale agreement dated 8 August 2022 entered into between the Company and HHSB in respect of the Proposed Acquisition;

THAT, any statutory pre-emptive rights to the Consideration Shares in respect of the Proposed Acquisition which rank equally to all existing ordinary shares in issue that each shareholder of HIB have pursuant to Section 85 of Companies Act 2016 and the constitution of HIB, be waived;

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

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)

LEE KOK PING (MIA 44986 / SSM PC No. 202008004407)

Company Secretaries

Selangor

27 September 2022

Notes:

- (i) The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which requires the Chairman of the meeting to be present at the main venue of the meeting.
- (ii) Members/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the date of the meeting.
- (iii) Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM via the Remote Participation and Voting facilities ("**RPV**") provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at <https://tihi.online>. **Please follow the "Procedures for RPV" in the Administrative Guide for the EGM and read the notes therein in order to participate remotely via RPV.**
- (iv) A member of the 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 the 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.
- (v) 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 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.
- (vi) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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.
- (vii) Where a member or the authorised nominee appoints more than 2 proxies, or where an exempt authorised nominee appoints more than 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 Form of Proxy.
- (viii) The Form of 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 Form of Proxy must be made either under its common seal or signed by an officer or an attorney duly authorised.
- (ix) A member who has appointed a proxy or attorney or corporate representative to participate and vote at the EGM must request his/her proxy or attorney or corporate representative to register himself/herself for the RPV at <https://tihi.online>. Please follow the Procedures for RPV in the Administrative Details for the EGM.
- (x) 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 48 hours before the time appointed for holding the EGM or adjourned meeting:
 - (a) In hard copy form
In the case of an appointment made in hard copy form, the Form of Proxy 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 its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (b) By electronic form
The Form of Proxy can be electronically lodged at <https://tihi.online>. Please refer to the Administrative Details on the procedure for electronic lodgement of Form of Proxy.
- (xi) Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.
- (xii) Last date and time for lodging the Form of Proxy is **Monday, 10 October 2022 at 3:00 p.m.**
- (xiii) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company in accordance with Note (x)(a) above **not less than 48 hours before the time appointed for holding the EGM** or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (xiv) For a corporate member who has appointed a representative, please deposit the **ORIGINAL OR DULY CERTIFIED** certificate of appointment with the Share Registrar of the Company in accordance with Note (x)(a) above. The certificate of appointment should be executed in the following manner:
 - (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 1. at least two (2) authorised officers, of whom one shall be a director; or
 2. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (xv) 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 5 October 2022** 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.



HEXTAR INDUSTRIES BERHAD
(Registration No.: 201101044580 (972700-P))
(Incorporated in Malaysia)

EXTRAORDINARY GENERAL MEETING

ADMINISTRATIVE GUIDE

Date	Time	Broadcast Venue	Online Meeting Platform
12 October 2022 (Wednesday)	3:00 p.m.	No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor	TIIH Online website at https://tiih.online provided by Tricor Investor & Issuing House Services Sdn. Bhd.

- The meeting platform of the Extraordinary General Meeting ("**EGM**") of Hextar Industries Berhad ("**Company**") is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which was further revised on 7 April 2022. Shareholders/ proxy(ies) will not be allowed to attend the EGM in person on the day of the EGM of the Company. With the Remote Participation and Voting ("**RPV**") facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors ("**Board**") and/or Management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the EGM.

REMOTE PARTICIPATION AND VOTING ("RPV**") FACILITIES**

- The RPV facilities are available on Tricor Investor & Issuing House Services Sdn. Bhd's ("**Tricor**") **TIIH Online** website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM using RPV facilities from Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

Before the EGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none">Using your computer, access to website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance.Registration as a user will be approved within one (1) working day and you will be notified via e-mail.If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
Procedure	Action
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none">Registration is open from Tuesday, 27 September 2022 until the day of EGM on Wednesday, 12 October 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate the EGM using the RPV.Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) HEXTAR INDUSTRIES BERHAD EGM 2022.Read and agree to the Terms & Conditions and confirm the Declaration.Select "Register for Remote Participation and Voting".Review your registration and proceed to register.System will send an e-mail to notify that your registration for remote participation is received and will be verified.After verification of your registration against the Record of Depositors as at 5 October 2022, the system will send you an e-mail after 10 October 2022 to approve or reject your registration for remote participation. <i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i>

On the EGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none">Login with your user ID and password for remote participation at the EGM at any time from 2.00 p.m. i.e. 1 hour before the commencement of meeting at 3.00 p.m. on Wednesday, 12 October 2022.
ii. Participate through Live Streaming	<ul style="list-style-type: none">Select the corporate event:(Live Stream Meeting) HEXTAR INDUSTRIES BERHAD EGM 2022 to engage in the proceedings of the EGM remotely. If you have any questions for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
iii. Online remote voting	<ul style="list-style-type: none">Voting session commences from 3.00 p.m. Wednesday, 12 October 2022 until a time when the Chairman announces the end of the session.Select the corporate event: (Remote Voting) HEXTAR INDUSTRIES BERHAD EGM 2022 or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box.Read and agree to the Terms & Conditions and confirm the Declaration.Select the CDS account that represents your shareholdings.Indicate your votes for the resolutions that are tabled for voting.Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none">Upon the announcement by the Chairman on the conclusion of the EGM, the Live Streaming will end.

Note to users of the RPV facilities:

- (i) Should your registration for RPV facilities be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

Entitlement to Participate and Appointment of Proxy

- Only members whose names appear on the Record of Depositors as at **5 October 2022** shall be eligible to attend, speak and vote at the EGM or appoint a proxy(ies) and/or the Chairman of the meeting to attend and vote on his/her behalf.
- In view that the EGM will be conducted on a fully virtual basis, a member can appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- If you wish to participate in the EGM yourself, please do not submit any Proxy Form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.
- Accordingly, Proxy Forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Monday, 10 October 2022 at 3.00 p.m.:**

(i) In Hard copy:

By hand or post to the poll administrator's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

(ii) By Electronic form:

All shareholders can have the option to submit Proxy Forms electronically via TIIH Online and the steps to submit are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of meeting by the Company, login with your username (i.e. email address) and password.• Select the corporate event: HEXTAR INDUSTRIES BERHAD EGM 2022- "Submission of Proxy Form".• Read and agree to the Terms and Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.• Review and confirm your proxy(s) appointment.• Print the Proxy Form for your record.

Procedure	Action
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> ▪ Access TIIH Online at https://tiih.online ▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". ▪ Complete the registration form and upload the required documents. ▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days. ▪ Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> ▪ Login to TIIH Online at https://tiih.online ▪ Select the corporate exercise name: HEXTAR INDUSTRIES BERHAD EGM 2022 - "Submission of Proxy Form". ▪ Agree to the Terms & Conditions and Declaration. ▪ Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. ▪ Prepare the file for the appointment of proxies by inserting the required data. ▪ Proceed to upload the duly completed proxy appointment file. ▪ Select "Submit" to complete your submission. ▪ Print the confirmation report of your submission for your record.

POLL VOTING

- The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Members/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from **3.00 p.m. on Wednesday 12 October 2022** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to "Procedures to Remote Participation and Voting via RPV Facilities" provided above for guidance on how to vote remotely via TIIH Online.
- Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS

- The Board recognises that the EGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the EGM, shareholders may in advance, before the EGM, submit questions to the Board via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than **Monday, 10 October 2022**. The Board will endeavour to address the questions received at the EGM.

NO DOOR GIFTS/FOOD VOUCHERS

- There will be no distribution of door gifts or food vouchers for the EGM as the meeting will be conducted on a virtual basis.
- The Company would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

ENQUIRIES

- If you need any assistance, kindly contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons :

Mohammad Amirul Iskandar: +603-2783 9263 / email: Mohammad.Amirul@my.tricorglobal.com

Mohamad Khairudin Bin. Tajudin: +603-2783 7973 / email: Mohamad.Khairudin@my.tricorglobal.com