



HEXTAR CAPITAL BERHAD

(formerly known as Opcom Holdings Berhad)
Registration No. 199401036979 (322661-W)
(Incorporated in Malaysia)

ADDENDUM TO THE NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING DATED 30 JANUARY 2024 AND PROXY FORM FOR INCLUSION OF ADDITIONAL ORDINARY RESOLUTION

To all shareholders of Hextar Capital Berhad (Formerly known as Opcom Holdings Berhad) (“**HCB**” or “**the Company**”),

Reference is made to the Notice of Twenty-Eighth Annual General Meeting (“**28TH AGM**”) dated 30 January 2024 announced on 29 January 2024, **NOTICE IS HEREBY GIVEN** by way of an Addendum to the Notice of 28TH AGM and Proxy Form for inclusion of the following additional Ordinary Resolution 10 under Ordinary Business for the 28TH AGM of the Company to be conducted in a virtual manner through live streaming from the Conference Room of HCB at No. 11, Jalan Utas 15/7, 40200 Shah Alam, Selangor Darul Ehsan (“**Broadcast Venue**”) on Friday, 29 March 2024 at 3:00 p.m. to transact the following business:-

NOTICE OF 28TH ANNUAL GENERAL MEETING

- (a) To insert the following Ordinary Resolution 10 as an additional ordinary business under Agenda 10 in the Notice of 28TH AGM:

As Ordinary Business

No)	Agenda	
10.	To approve the payment of Directors’ fees to the Directors up to an amount of RM350,000.00 from 1 October 2023 until the next Annual General Meeting of the Company to be paid on a monthly basis.	Ordinary Resolution 10 <i>(Please refer to Explanatory Note 2)</i>

- (b) The existing Agenda 10 be re-numbered as Agenda 11.

Explanatory Notes

- (c) To revise the following Explanatory Notes 2:

2. Ordinary Resolutions 1, 2 and 10 Proposed payment of Directors’ Fees Proposed payment of Directors’ Benefits to the Directors Proposed payment of Directors’ Fees to the Directors

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. In this respect, the Board agreed that the shareholders’ approval shall be sought at the 28TH AGM on the Directors’ fees and benefits in three (3) separate resolutions as below:-

- Ordinary Resolution 1 on payment of Directors’ fees in respect of the financial period ended 30 September 2023;
- Ordinary Resolution 2 on payment of Directors’ benefits to the Directors from 30 March 2024 until the next AGM; and
- Ordinary Resolution 10 on payment of Directors’ fees to the Directors from 1 October 2023 until the next AGM.



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The payment of fees to the Directors under Ordinary Resolution 10 is on a monthly basis. This is to commensurate and compensate them for their time and effort on an on-going basis for their service to the Company.

The Directors' benefits of the Company which is estimated not to exceed RM200,000.00 basically the meeting allowances for Board/Board Committee meetings attended/to be attended for the period from 30 March 2024 until the conclusion of the next AGM.

The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/ Board Committee meetings and/or increase in Board size.

Details of the Directors' fees and benefits paid to the Directors are disclosed in the Company's Corporate Governance Overview Statement as contained in the Annual Report 2023.

PROXY FORM

(d) To insert the following Ordinary Resolution as additional Ordinary Resolution 10:-

No)	Resolutions	For	Against
10.	To approve the payment of Directors' fees to the Directors up to an amount of RM350,000.00 from 1 October 2023 until the next Annual General Meeting of the Company to be paid on a monthly basis		

Save for the above-mentioned amendments, all other details and information as stated in the Notice of the 28TH AGM and Proxy Form remain valid and unchanged. A copy of the Addendum to the Notice of the 28TH AGM and Revised Proxy Form are enclosed for your reference, which is also available on the Company's corporate website at www.hextarcapital.com and Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

BY ORDER OF THE BOARD

NG HENG HOOI (MAICSA 7048492) (SSM PC No. 202008002923)
WONG MEE KIAT (MAICSA 7058813) (SSM PC No. 202008001958)
Company Secretaries

Kuala Lumpur

Date: 8 March 2024



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Notes:-

1. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Members are advised to refer to the Administrative Guide to the Shareholders which is available on the Company's corporate website at www.hextarcapital.com, for remote participation access and electronic voting at the 28TH AGM.
2. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every holder of ordinary or preference shares who is personally present, who is a Member or proxy or represented by attorney on a show of hands on any question shall have one vote and upon a poll every such Member shall have one vote for every ordinary or preference share held by him. A proxy need not be a Member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. A Member may appoint not more than two (2) proxies to attend the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. 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 such appointor be a corporation, under its common seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors). An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.
6. The form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited at the Poll Administrator's office at Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.HEXTAR@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting. You also have the option to register link <https://vps.megacorp.com.my/gLLwWP>. Kindly refer to the Administrative Guide to the Shareholders for further information.
7. In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 22 March 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.



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Additional Notes to the Addendum:-

1. The Revised Form of Proxy does not invalidate the form of proxy which was despatched together with the Notice of the 28TH AGM dated 30 January 2024 ("**Original Form of Proxy**").
2. If the Company receives both the Revised Form of Proxy and Original Form of Proxy together, the Revised Form of Proxy shall supersede the Original Form of Proxy.
3. In the event the Company do not receive the duly executed Revised Form of Proxy within the required time, the member who has deposited the Form of Proxy at the Company's Poll Administrator office or emailed to AGM-support.HEXTAR@megacorp.com.my within the required timeframe as stated in Note 6 above, is deemed to have appointed and authorised his proxy under the Original Form of Proxy to vote or abstain on the additional Ordinary Resolution 10 as the proxy deems fit.



REVISED PROXY FORM

No. of shares held

HEXTAR CAPITAL BERHAD

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Registration No.: 199401036979 (322661-W)
(Incorporated in Malaysia)

CDS Account No.

I / We

(FULL NAME IN BLOCK LETTERS)

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

of

(FULL ADDRESS)

being a member/ members of HEXSTAR CAPITAL BERHAD (formerly known as Opcom Holdings Berhad), hereby appoint

Full Name (in Block)	NRIC / Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

and/or*

Full Name (in Block)	NRIC / Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing him/her*, the Chairman of the meeting as my/our* proxy/proxies* to vote for me/us* on my/our* behalf at the Twenty-Eighth Annual General Meeting ("28TH AGM") of the Company to be conducted in a virtual manner through live streaming from the Conference Room of Hextar Capital Berhad (formerly known as Opcom Holdings Berhad) at No. 11, Jalan Utas 15/7, 40200 Shah Alam, Selangor Darul Ehsan on Friday, 29 March 2024 at 3.00 p.m. or at any adjournment thereof, and to vote as indicated below:-

NO.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
1.	Payment of Directors' fees of RM204,000.00 for the financial period ended 30 September 2023		
2.	Payment of Directors' benefits to the Directors up to an amount of RM200,000.00 from 30 March 2024 until the next Annual General Meeting of the Company		
3.	Re-election of Dato' Mazlin Bin MD Junid as Director		
4.	Re-election of Chang Kian Seong, Johnson as Director		
5.	Re-election of Er Kian Hong, Elizabeth as Director		
6.	Re-appointment of Messrs. Ecovis Malaysia PLT as Auditors of the Company for the ensuing financial year and to authorize the Directors to determine their remuneration		
SPECIAL BUSINESS			
7.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016		
8.	Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		
9.	Proposed Renewal of Share Buy-Back Authority		
ORDINARY BUSINESS			
10.	Payment of Directors' fees to the Directors up to an amount of RM350,000.00 from 1 October 2023 until the next Annual General Meeting of the Company to be paid on a monthly basis.		

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

* delete whichever is not applicable.

Signed this _____ day of _____, 2024.

Signature/Common Seal of Member[^]

[^] Manner of execution:-

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your company (if any) and executed by:-
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:-

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5. 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 such appointor be a corporation, under its common seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors). An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

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Affix
Stamp

HEXTAR CAPITAL BERHAD
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Registration No. 199401036979 (322661-W)

Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur

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6. The form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited at the Poll Administrator's office at Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.HEXTAR@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting. You also have the option to register link <https://vps.megacorp.com.my/gLLwWP>. Kindly refer to the Administrative Guide to the Shareholders for further information.
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