

HEXTAR CAPITAL BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Hextar Capital Berhad (formerly known as Opcom Holdings Berhad) (“HexCap” or the “Company”) will be conducted in a virtual manner through live streaming from the Conference Room of HexCap at No. 11, Jalan Utas 15/7, 40200 Shah Alam, Selangor Darul Ehsan and online meeting voting provided by Mega Corporate Services Sdn. Bhd. on Wednesday, 24 April 2024 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF 400,000 ORDINARY SHARES IN UNIGEL (UK) LIMITED (“UUK”), REPRESENTING 40.00% EQUITY INTEREST IN UUK BY UNIGEL COMPOUNDS SDN BHD (“UCSB”), A WHOLLY-OWNED SUBSIDIARY OF HEXCAP TO UNIGEL TECHNOLOGIES LIMITED (“UTL”) FOR A CASH CONSIDERATION OF GBP1.30 MILLION (EQUIVALENT TO APPROXIMATELY RM7.60 MILLION) (“PROPOSED DISPOSAL OF UUK”)

“THAT, subject to passing of Ordinary Resolution 2, the conditions precedent stated in UIP SSA (as defined in Ordinary Resolution 2), the approvals of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional share sale agreement dated 23 January 2024 entered into between UCSB, a wholly-owned subsidiary of HexCap with UTL for the Proposed Disposal of UUK (“UUK SSA”) being fulfilled or waived (as the case may be), approval be and is hereby given to UCSB and HexCap to dispose of 400,000 ordinary shares in UUK, representing 40.00% equity interest in UUK by UCSB to UTL for a cash consideration of GBP1.30 million (equivalent to approximately RM7.60 million);

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 Disposal of UUK, with full power 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 Disposal of UUK.”

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL OF 400 ORDINARY SHARES IN UNIGEL IP LIMITED (“UIP”), REPRESENTING 40.00% EQUITY INTEREST IN UIP BY UCSB, A WHOLLY-OWNED SUBSIDIARY OF HEXCAP TO UNIGEL LIMITED (“UL”) FOR A CASH CONSIDERATION OF GBP0.40 MILLION (EQUIVALENT TO APPROXIMATELY RM2.34 MILLION) (“PROPOSED DISPOSAL OF UIP”)

“THAT, subject to passing of Ordinary Resolution 1, the conditions precedent stated in UUK SSA, the approvals of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional share sale agreement dated 23 January 2024 entered into between UCSB, a wholly-owned subsidiary of HexCap with UL for the Proposed Disposal of UIP (“UIP SSA”) being fulfilled or waived (as the case may be), approval be and is hereby given to UCSB and HexCap to dispose of 400 ordinary shares in UIP, representing 40.00% equity interest in UIP by UCSB to UL for a cash consideration of GBP0.40 million (equivalent to approximately RM2.34 million);

AND THAT approval be and is hereby given to the 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 Disposal of UIP, with full power 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 Disposal of UIP.”

ORDINARY RESOLUTION 3

PROPOSED PRIVATE PLACEMENT OF UP TO 134,089,200 NEW ORDINARY SHARES IN HEXCAP (“HEXCAP SHARES” OR “SHARES”), REPRESENTING NOT MORE THAN 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF HEXCAP (“PROPOSED PRIVATE PLACEMENT”)

“THAT subject to all approvals of the relevant authorities and/or persons (if required) being obtained, approval be and is hereby given to the Board to issue and allot up to 134,089,200 new HexCap Shares (“Placement Shares”), representing not more than 30% of the total number of issued Shares in HexCap, by way of private placement to independent investor(s) to be identified later (“Placees”), in single or multiple tranches, at an issue price for each tranche to be determined and fixed by the Board at a later date after all the relevant approvals have been obtained;

THAT, the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the volume weighted average market price of HexCap Shares for the 5 market days immediately preceding the price-fixing date;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular to shareholders of the Company dated 5 April 2024 and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, in the best interest of the Company, subject to the compliance with the ACE Market Listing Requirement of Bursa Malaysia Securities Berhad and the approval of the relevant authorities (where required);

THAT such Placement Shares shall, upon allotment and issuance, rank equally in all respect with the existing HexCap Shares, except that holders of the Placement Shares shall not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared, made or paid to the shareholders of the Company, for which the relevant entitlement date(s) are prior to the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all the provisions of the Company’s Constitution;

THAT pursuant to Section 85 of the Companies Act, 2016 (“Act”) read together with Article 54 of the Constitution of HexCap, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of HexCap to be offered new HexCap Shares ranking equally to the existing issued HexCap Shares arising from issuance of Placement Shares to the Placees pursuant to the Proposed Private Placement;

AND THAT approval be and is hereby given to the 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 Private Placement, with full power 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 and complete the Proposed Private Placement.”

BY ORDER OF THE BOARD

LIM LI HEONG (SSM PC No. 202008001981) (MAICSA 7054716)
WONG MEE KIAT (SSM PC No. 202008001958) (MAICSA 7058813)

Company Secretaries

Kuala Lumpur
5 April 2024

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 the remote participation access and electronic voting at the EGM.
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 EGM-support.HEXCAP@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. You also have the option to register online <https://vps.megacorp.com.my/8BxN1F>. 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 17 April 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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ADMINISTRATIVE GUIDE FOR THE VIRTUAL EXTRAORDINARY GENERAL MEETING

DATE & TIME : WEDNESDAY, 24 APRIL 2024 AT 10.00 A.M.

BROADCAST VENUE : NO. 11, JALAN UTAS 15/7, 40200 SHAH ALAM, SELANGOR DARUL EHSAN

MODE OF MEETING

The Extraordinary General Meeting (“EGM”) of Hextar Capital Berhad (formerly known as Opcom Holdings Berhad) (“HEXCAP” or “the Company”) will be conducted in a virtual manner through live streaming from the Broadcast Venue using remote participation and electronic voting.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders will not be allowed to physically present at the Broadcast Venue on the day of EGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual EGM has commenced. The quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

CIRCULAR

As part of our “Go Green” initiative to help protect the environment for current and future generations, we encourage your support by going paperless. There will be no distribution of physical copies/ CD-ROM of the Circular to shareholders.

The Circular of the Company is available at our website www.hextarcapital.com or at Bursa Malaysia’s website www.bursamalaysia.com.

REGISTRATION AND VOTING VIA DIGITAL BALLOT FORM AT A VIRTUAL EGM

All Shareholders/ proxies who wish to participate in the EGM are required to register online via the link and participate remotely. Kindly follow the steps below to ensure that you are able to obtain your Digital Ballot Form (“DBF”) and details to log in to the live-streaming session in order to participate in the EGM virtually:-

Step 1

For registration, please complete and submit the shareholders’ information at least forty-eight (48) hours before the time of the EGM in the following manners:-

- i. Open this link <https://vps.megacorp.com.my/8BxN1F> or
- ii. Scan the QR Code



* Only shareholders are allowed to register their details online. Shareholders may also appoint proxy(ies) or Chairman of the meeting as proxy online, as in Step 1. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.

Step 2

Alternatively, you may deposit your completed proxy form, including the proxy’s name, NRIC or passport number, email address and mobile number, to the Poll Administrator’s office as follows, not less than forty-eight (48) hours before the time of appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, and in default the instrument of proxy shall not be treated as valid:-



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

OR

submit via email to : EGM-support.HEXCAP@megacorp.com.my

Step 3

For corporate shareholders/ nominee accounts, please follow Step 2 above.

Step 4

Upon confirming the shareholders' information, the Poll Administrator will send the following via email to the shareholders/proxy(ies):-

- i. Meeting link by Webinar Master (for the live-streaming session); and
- ii. DBF (for voting purposes).

POLL VOTING

The voting will be conducted by poll in accordance with Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Mega Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholder(s)/ proxy(ies) can proceed to vote on the resolutions and submit the votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the EGM, the Scrutineers will verify the poll results after which the Chairman of the meeting will announce the poll results of the resolutions.

RECORD OF DEPOSITORS FOR THE EGM

The date of Record of Depositors ("ROD") for the EGM is 17 April 2024. As such, only shareholders whose name appears in the ROD of HEXCAP as of 17 April 2024 shall be entitled to attend the EGM and to participate, speak and vote thereat.

NO REFRESHMENTS/ VOUCHERS/DOOR GIFTS

There will be no refreshments/ vouchers/ door gifts for shareholder(s)/proxy(ies) who participate in the EGM of the Company.

UPDATING OF INFORMATION

Shareholders are advised to consider updating their personal information, such as mobile numbers and email addresses, in the central depository securities accounts ("CDS") maintained by Bursa Malaysia Depository Sdn. Bhd. This will facilitate the convenient receipt of electronic notices and documents.

COMMUNICATION GUIDANCE

Shareholders are reminded to monitor the Company's website and announcements made to Bursa Malaysia Securities Berhad for any changes relating to the EGM arrangements.

ENQUIRY

If you have any general queries on the above, please contact the Poll Administrator during office hours (Monday to Friday):-

Mega Corporate Services Sdn. Bhd.

Email : EGM-support.HEXCAP@megacorp.com.my

Tel : +60 (3) 2692 4271

Alfred : +60 (12) 912 2734

Hisham : +60 (12) 252 9136