

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has only conducted limited review on this Circular pursuant to the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular, 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.



HEXTAR GLOBAL BERHAD
(Registration No. 199001014551 (206220-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED BONUS ISSUE OF UP TO 2,626,174,568 NEW ORDINARY SHARES IN HEXTAR GLOBAL BERHAD ("HEXTAR SHARES") ("BONUS SHARES") ON THE BASIS OF 2 BONUS SHARES FOR EVERY 1 EXISTING HEXTAR SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

 **TA SECURITIES**

AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD
(Registration No. 197301001467 (14948-M))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") together with the Proxy Form are enclosed with this Circular. Please refer to the Administrative Details for the EGM on the conduct of the EGM. Details of the Company's EGM are set out below:

Venue : Hextar Global Berhad's Corporate Office, Level 3, No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia.
Day, date and time of EGM : Friday, 31 March 2023 at 10.30 a.m.
Last day, date and time for lodging the Proxy Form : Wednesday, 29 March 2023 at 10.30 a.m.

If you decide to appoint proxy(ies) or corporate representative(s) or attorney(s) to attend, speak and vote on your behalf at the EGM are requested to complete, sign and return the original Proxy Form as soon as possible so as to arrive at the Company's Share Registrar 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 or by electronic lodgement via **TIIH Online** at <https://tiih.online> on or before the time and the date indicated above should you be unable to attend the EGM. The lodging of the Proxy Form will not preclude you from attending and voting at the EGM should you subsequently decide to do so.

This Circular is dated 15 March 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Board	:	Board of Directors of Hextar
Bonus Shares	:	Up to 2,626,174,568 new Hextar Shares to be issued and allotted pursuant to the Proposed Bonus Issue of Shares
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	:	This circular to Shareholders in relation to the Proposed Bonus Issue of Shares
Directors	:	Directors of the Company for the time being and shall have the meaning ascribed to it in Section 2(1) of the Companies Act 2016 and Section 2(1) of the Capital Markets and Services Act 2007 and Director shall be construed accordingly
Disposal and Leaseback	:	<p>The disposal and leaseback exercise of the Company completed on 14 December 2022, which involved the following:</p> <ul style="list-style-type: none">(i) disposals of 2 adjoining parcels of leasehold industrial lands held under individual titles no. PN 12168, Lot 88089, and PN 12170, Lot 88105, located in Mukim Klang, District of Klang, State of Selangor, measuring approximately 229,311 sqft in total land area, together with the buildings erected thereon; and(ii) leaseback of the properties aforementioned properties for a tenure of 15 years, commencing on the day immediately after completion of the disposals. <p>Further details of this exercise are set out in the Company's circular dated 23 September 2022.</p>
EGM	:	Extraordinary general meeting of the Company
Entitled Shareholders	:	Shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date
Entitlement Date	:	5.00 p.m. on a date to be determined and announced later by the Board on which the names of Shareholders must appear in the Record of Depositors of the Company in order to be entitled to the Bonus Shares
EPS	:	Earnings per Share
FYE	:	Financial year ended / ending, as the case may be
Hextar or the Company	:	Hextar Global Berhad (199001014551 (206220-U))
Hextar Group or the Group	:	Collectively, Hextar and its subsidiaries

DEFINITIONS (CONT'D)

Hextar Shares or the Shares	:	Ordinary shares in Hextar
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	28 February 2023, being the latest practicable date prior to the printing of this Circular
Market Day	:	Any day on which Bursa Securities is open for the trading of securities
NA	:	Net assets
Proposed Bonus Issue of Shares	:	Proposed bonus issue of up to 2,626,174,568 Bonus Shares on the basis of 2 Bonus Shares for every 1 existing Hextar Share held on the Entitlement Date
Record of Depositors	:	A record of securities holders established by Bursa Depository under the rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991, including the Securities Industry (Central Depositories) Amendment Act, 1998
RM and sen	:	Ringgit Malaysia and sen respectively
Shareholders	:	Registered holders of Hextar Shares
TA Securities or the Principal Adviser	:	TA Securities Holdings Berhad (197301001467 (14948-M))
VWAP	:	Volume weighted average price

All references to “you” in this Circular are to the Shareholders.

In this Circular, words referring to 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. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to time and date in this Circular shall be a reference to Malaysian time and date, unless otherwise stated. Any discrepancies in the tables between the actual figures, amounts stated and the totals in this Circular are, unless otherwise explained, due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. There can be no assurance that such forward-looking statements will materialise, be fulfilled or be achieved and the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company’s plans and objectives will be achieved.

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TABLE OF CONTENTS

	PAGE
LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED BONUS ISSUE OF SHARES:	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED BONUS ISSUE OF SHARES	2
3. RATIONALE FOR THE PROPOSED BONUS ISSUE OF SHARES	3
4. EFFECTS OF THE PROPOSED BONUS ISSUE OF SHARES	4
5. APPROVALS REQUIRED AND CONDITIONALITY	6
6. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION	6
7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM	6
8. BOARD'S RECOMMENDATION	6
9. ESTIMATED TIMEFRAME FOR COMPLETION	6
10. EGM	7
11. FURTHER INFORMATION	7
APPENDIX I FURTHER INFORMATION	8
NOTICE OF EGM	ENCLOSED
PROXY FORM	ENCLOSED

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EXECUTIVE SUMMARY

This executive summary only highlights the key information from other parts of the Circular. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Circular for further details before voting at the EGM.

Summary
<p><u>Summary of the Proposed Bonus Issue of Shares</u></p> <p>Number of Bonus Shares to be issued: Up to 2,626,174,568</p> <p>Basis: 2 Bonus Shares for every 1 existing Share held by the Entitled Shareholders.</p> <p>Please refer to Section 2 of this Circular for further information.</p>
<p><u>Rationale for the Proposed Bonus Issue of Shares</u></p> <p>(i) attract greater participation from a broader range of investors with better affordability of the Shares and this is expected to further improve the liquidity of the Shares; and</p> <p>(ii) provide the Shareholders with greater participation in the equity of the Company in terms of number of Hextar Shares held and maintaining their percentage of equity interest in the Company.</p> <p>Please refer to Section 3 of this Circular for further information.</p>
<p><u>Approvals required</u></p> <p>(i) Bursa Securities for the listing and quotation of the Bonus Shares on the Main Market of Bursa Securities, which was obtained vide its letter dated 8 March 2023;</p> <p>(ii) the Shareholders at the forthcoming EGM; and</p> <p>(iii) any other relevant authorities and/or parties, if required.</p> <p>Please refer to Section 5 of this Circular for further information.</p>
<p><u>Interests of Directors, major Shareholders, chief executive and/or persons connected with them</u></p> <p>None of the Directors, major Shareholders, chief executive and/or persons connected with them has any interest, direct or indirect, in the Proposed Bonus Issue of Shares, apart from their respective entitlements as shareholders of Hextar under the Proposed Bonus Issue of Shares, of which all other Shareholders are similarly entitled to.</p> <p>Please refer to Section 7 of this Circular for further information.</p>
<p><u>Board's recommendation</u></p> <p>The Board recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue of Shares to be tabled at the forthcoming EGM, the details of which are set out in the cover page of this Circular and the Notice of EGM as enclosed.</p> <p>Please refer to Section 8 of this Circular for further information.</p>



HEXTAR GLOBAL BERHAD
(Registration No. 199001014551 (206220-U))
(Incorporated in Malaysia)

Registered Office:

Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

15 March 2023

Board of Directors

Y.D.H. Dato' Sri Dr. Erwan Bin Dato' Haji Mohd Tahir (Independent Non-Executive Chairman)
Y. Bhg. Dato' Ong Soon Ho (Non-Independent Non-Executive Vice Chairman)
Rayburn Azhar Bin Ali (Executive Director)
Lee Chooi Keng (Executive Director)
Yeoh Chin Hoe (Senior Independent Non-Executive Director)
Liew Jee Min @ Chong Jee Min (Independent Non-Executive Director)

To: The Shareholders

Dear Sir / Madam,

PROPOSED BONUS ISSUE OF SHARES

1. INTRODUCTION

On 28 February 2023, TA Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Bonus Issue of Shares.

On 8 March 2023, TA Securities had, on behalf of the Board, announced that Bursa Securities has, vide its letter dated 8 March 2023, approved the listing and quotation of up to 2,626,174,568 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE OF SHARES AND TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF SHARES WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED BONUS ISSUE OF SHARES AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED BONUS ISSUE OF SHARES

2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue of Shares entails the issuance of up to 2,626,174,568 Bonus Shares on the basis of 2 Bonus Shares for every 1 existing Share held by the Entitled Shareholders on the Entitlement Date which will be determined and announced at a later date after the receipt of all relevant approvals for the Proposed Bonus Issue of Shares.

As at the LPD, the issued share capital of the Company is RM633,878,029 comprising 1,313,087,284 Shares (including 27,334,700 treasury shares). The treasury shares would be entitled to the Bonus Shares and such Bonus Shares will be treated as treasury shares held by the Company at the time the Bonus Shares are allotted.

As at the LPD, the Company does not have any convertible securities.

The basis of 2 Bonus Shares for every 1 existing Share was determined after taking into consideration, amongst others, the following:

- (i) the potential adjustments to the share price of Hextar Shares arising from the Proposed Bonus Issue of Shares; and
- (ii) the enlarged total number of Hextar Shares after the Proposed Bonus Issue of Shares.

Fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, shall be disregarded and dealt with by the Board in such manner as the Board in its absolute discretion deems fit and expedient or in the interest of the Company.

The reference price of Hextar Shares will be adjusted for the Proposed Bonus Issue of Shares. For illustrative purposes, based on the 5-day VWAP of Hextar Shares up to the LPD and the lowest daily VWAP of Hextar Shares during the past 3-month period up to and including 27 February 2023 (being the Market Day immediately before submission of the application to Bursa Securities on 28 February 2023), the theoretical price of Hextar Shares after adjusting for the effects of the Proposed Bonus Issue of Shares ("**Theoretical Ex-bonus Price**") is as follows:

	Before the Proposed Bonus Issue of Shares	After the Proposed Bonus Issue of Shares
	Market price	Theoretical Ex-bonus Price
5-day VWAP up to the LPD (RM)	2.2167	0.7389
Lowest daily VWAP during the past 3-month period up to and including 27 February 2023 (RM)	2.1004	0.7001
No. of Shares	1,313,087,284	3,939,261,852

The Board confirms that the share price adjusted for the Proposed Bonus Issue of Shares is not less than RM0.50 based on the daily VWAP during the past 3-month period up to 27 February 2023 (being the market day immediately before the submission of the application to Bursa Securities on 28 February 2023) in accordance with Paragraph 6.30(1A) of the Listing Requirements.

The Proposed Bonus Issue of Shares is not intended to be implemented in stages over a period of time.

2.2 No capitalisation of reserves

The Bonus Shares shall be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves.

The Proposed Bonus Issue of Shares will increase the number of Hextar Shares but will not increase the value of the issued share capital of Hextar.

2.3 Ranking of the Bonus Shares

The Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Hextar Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to Shareholders, the entitlement date of which is prior to the Entitlement Date.

2.4 Listing and quotation of the Bonus Shares

The Bonus Shares will be listed and quoted on the Main Market of Bursa Securities on the next Market Day following the Entitlement Date. The notice of allotment of the Bonus Shares will be issued and despatched to the Entitled Shareholders within 4 Market Days after the date of listing and quotation of the Bonus Shares, or such other period as may be prescribed by Bursa Securities.

3. RATIONALE FOR THE PROPOSED BONUS ISSUE OF SHARES

On 29 June 2021, the Company completed a bonus issue of 492,407,720 Shares on the basis of 3 new Shares for every 5 existing Shares ("**2021 Bonus Issue**"). Following the 2021 Bonus Issue, the market price of Hextar Shares was adjusted from RM1.57 to RM0.98 as of 25 June 2021 (being the ex-date for the 2021 Bonus Issue). This represents a downward adjustment of 37.6% from the price before the ex-date, making Hextar Shares more affordable and this improved the trading liquidity of Hextar Shares.

The table below illustrates the monthly volume of Hextar Shares traded before and after the 2021 Bonus Issue:

	Monthly volume Number of Shares
2021	
January	52,212,000
February	203,771,200
March	142,388,800
April	99,423,800
May	67,122,900
June	70,199,900
July	222,507,000
August	83,599,600
September	100,131,100
October	108,585,900
November	101,567,800
December	68,320,700

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Based on the table above, the average number of Hextar Shares traded based on the 6-month period before and after the 2021 Bonus Issue increased by 7.8% from 635,118,600 Shares to 684,712,100 Shares. Further, the average number of Hextar Shares traded based on the 3-month period before and after the 2021 Bonus Issue increased by 71.6% from 236,746,600 Shares to 406,237,700 Shares.

Since the 2021 Bonus Issue (which was completed more than 18 months ago), the market prices of Hextar Shares continued to appreciate. The market prices of Hextar Shares for the past 12 months up to the LPD are as follows:

	(RM)
Last traded market price	2.2300
5-day VWAP	2.2167
1-month VWAP	2.1917
3-month VWAP	2.3343
6-month VWAP	2.1406
1-year VWAP	1.8437

Following the above, the Proposed Bonus Issue of Shares would enable the Company to achieve the following:

- (i) attract greater participation from a broader range of investors with better affordability of the Shares and this is expected to further improve the liquidity of the Shares; and
- (ii) provide the Shareholders with greater participation in the equity of the Company in terms of number of Hextar Shares held and maintaining their percentage of equity interest in the Company.

4. EFFECTS OF THE PROPOSED BONUS ISSUE OF SHARES

4.1 Issued share capital

The pro forma effect of the Proposed Bonus Issue of Shares on the issued share capital of the Company is as follows:

	No. of Shares	Share capital (RM)
Issued share capital as at the LPD ⁽¹⁾	1,313,087,284	633,878,029
To be issued pursuant to the Proposed Bonus Issue of Shares	2,626,174,568	-
Enlarged issued share capital after the Proposed Bonus Issue of Shares⁽²⁾	3,939,261,852	633,878,029

Notes:

- (1) Includes 27,334,700 treasury shares of Hextar.
- (2) Includes 82,004,100 treasury shares of Hextar after the Proposed Bonus Issue of Shares.

4.2 NA and gearing

The pro forma effect of the Proposed Bonus Issue of Shares on the NA and gearing of the Group are as follows:

	Audited as at 31 December 2021 (RM'000)	(I) ⁽¹⁾After subsequent events (RM'000)	(II) ⁽²⁾After (I) and the Proposed Bonus Issue of Shares (RM'000)
Share capital	633,878	633,878	633,878
Revaluation reserve	17,192	13,441	13,441
Exchange reserve	102	102	102
Treasury shares	(10,299)	(39,928)	(39,928)
Merger deficit reserve	(488,523)	(488,523)	(488,523)
Retained profits	60,614	82,123	81,974
Shareholders' equity / NA	212,964	201,093	200,944
Non-controlling interests	14,621	14,621	14,621
Total equity	227,585	215,714	215,565
No. of Shares in issue (excluding treasury shares) ('000)	1,304,899	1,285,753	3,857,258
NA per Share (RM)	0.16	0.16	0.05
Total borrowings (RM'000)	268,451	268,451	268,451
Gearing (times)	1.18	1.24	1.25

Notes:

- (1) After accounting for the following:
 - (i) share buyback of 19,146,700 Shares at the consideration of RM29.63 million;
 - (ii) gain on disposal of RM4.26 million, reversal of revaluation reserve of approximately RM10.18 million, interest and cost saving of RM1.33 million arising from the disposal of land, rental expenses of approximately RM1.76 million and transaction expenses of RM0.50 million, arising from for the Disposal and Leaseback.
 - (iii) revaluation reserve of RM6.43 million and retained profits of RM8.00 million arising from the completion of the acquisition of PT Agro Sentosa Raya on 20 May 2022.
- (2) After deducting estimated expenses to be incurred in relation to the Proposed Bonus Issue of Shares of approximately RM0.15 million.

4.3 Earnings and EPS

The Proposed Bonus Issue of Shares is not expected to have any material effect on the earnings of the Group for the FYE 31 December 2023. However, the EPS of Hextar will be proportionately diluted as a result of the increase in the number of Hextar Shares arising from the Proposed Bonus Issue of Shares.

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4.4 Substantial Shareholders' shareholdings

The Proposed Bonus Issue of Shares will not have any effect on the percentage shareholdings of the substantial Shareholders as the Bonus Shares will be allotted and issued on a pro-rata basis to all the Shareholders. However, the number of Shares held by the substantial Shareholders will increase proportionately as a result of the Proposed Bonus Issue of Shares.

4.5 Convertible securities

As at the LPD, the Company does not have any outstanding convertible securities.

5. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Bonus Issue of Shares is subject to approvals being obtained from:

- (i) Bursa Securities for the listing and quotation of the Bonus Shares on the Main Market of Bursa Securities, which was obtained vide its letter dated 8 March 2023;
- (ii) the Shareholders at the forthcoming EGM; and
- (iii) any other relevant authorities and/or parties, if required.

The Proposed Bonus Issue of Shares is not conditional upon any other corporate exercise / scheme undertaken or proposed to be undertaken by the Company.

6. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue of Shares, there are no other corporate exercises / schemes which have been announced by the Company but pending completion as at the LPD.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major Shareholders, chief executive and/or persons connected with them has any interest, direct or indirect, in the Proposed Bonus Issue of Shares, apart from their respective entitlements as shareholders of Hextar under the Proposed Bonus Issue of Shares, of which all other Shareholders are similarly entitled to.

8. BOARD'S RECOMMENDATION

The Board, after having considered the current and prospective financial position, needs and capacity of the Company and after careful deliberation of the rationale and all other aspects of the Proposed Bonus Issue of Shares, is of the opinion that the Proposed Bonus Issue of Shares is in the best interest of the Company and its Shareholders.

Accordingly, the Board recommends that the Shareholders vote in favour of the resolution pertaining to the Proposed Bonus Issue of Shares to be tabled at the forthcoming EGM.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Subject to all relevant approvals being obtained, the Proposed Bonus Issue of Shares is expected to be completed by the 2nd quarter of 2023.

The tentative timeline for the implementation of the Proposed Bonus Issue of Shares is as follows:

Date	Events
31 March 2023	- EGM for the Proposed Bonus Issue of Shares
Early April 2023	- Announcement of the Entitlement Date
End April 2023	<ul style="list-style-type: none"> - Entitlement Date - Listing and quotation of the Bonus Shares - Completion of the Proposed Bonus Issue of Shares

10. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at the venue and on the date and time indicated below for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed Bonus Issue of Shares.

Venue	: Hextar Global Berhad's Corporate Office, Level 3, No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia.
Day, date and time of the EGM	: Friday, 31 March 2023 at 10.30 a.m.
Last day, date and time for lodging the Proxy Form	: Wednesday, 29 March 2023 at 10.30 a.m.

If you decide to appoint proxy(ies) or corporate representative(s) or attorney(s) to attend, speak and vote on your behalf at the EGM are requested to complete, sign and return the original Proxy Form as soon as possible so as to arrive at the Company's Share Registrar 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 not later than 48 hours before the time fixed for convening the EGM, or by electronic lodgement via TIIH Online at <https://tiih.online> on or before the time and the date indicated above should you be unable to attend the EGM. The lodging of the Proxy Form will not preclude you from attending and voting at the EGM should you subsequently decide to do so.

11. FURTHER INFORMATION

You are advised to refer to Appendix I of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
HEXTAR GLOBAL BERHAD

LEE CHOOI KENG
Executive Director

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors, collectively and individually, accept full responsibility for the completeness and accuracy of the information contained in this Circular. They confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or information contained in this Circular, or other material facts, the omission of which would make any information or statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

TA Securities, being the Principal Adviser for the Proposed Bonus Issue of Shares, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

TA Securities has confirmed that there is no conflict of interest or any circumstances which would or is likely to give rise to a possible conflict of interests in relation to its role as the Principal Adviser for the Proposed Bonus Issue of Shares.

3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**Material commitments**

As at the LPD, the Board has confirmed that there are no material commitments incurred or known to be incurred by the Group that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

Contingent liabilities

As at the LPD, the Board has confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

4. MATERIAL LITIGATION

The Board has confirmed that the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Group and the Board confirmed that there are no proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

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APPENDIX I – FURTHER INFORMATION (CONT'D)

5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Hextar Shares as traded on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	High	Low
	RM	RM
<u>2022</u>		
March	1.705	1.342
April	1.988	1.551
May	1.849	1.591
June	1.700	1.442
July	1.770	1.741
August	1.710	1.541
September	1.820	1.571
October	2.440	1.690
November	2.520	2.170
December	2.490	2.220
<u>2023</u>		
January	2.510	2.230
February	2.310	2.060
Last transacted market price on 27 February 2023, being the last Market Day immediately prior to the announcement of the Proposed Bonus Issue of Shares	2.230	
Last transacted market price on the LPD	2.100	

(Source: Bloomberg)

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the EGM:

- (i) Constitution of the Company;
- (ii) audited consolidated financial statements of the Company for the FYE 31 December 2020 and FYE 31 December 2021 as well as the unaudited consolidated financial statements of the Company for the financial year ended 31 December 2022; and
- (iii) the letter of consent referred to in Section 2 of this Appendix I.

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HEXTAR GLOBAL BERHAD
(Registration No. 199001014551 (206220-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Hextar Global Berhad (“**Hextar**” or the “**Company**”) will be held at Hextar Global Berhad’s Corporate Office, Level 3, No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia on Friday, 31 March 2023 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any modifications:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 2,626,174,568 NEW ORDINARY SHARES IN HEXTAR (“HEXTAR SHARES”) (“BONUS SHARES”) ON THE BASIS OF 2 BONUS SHARES FOR EVERY 1 EXISTING HEXTAR SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF SHARES”)

“**THAT** subject to the approvals being obtained from all the relevant regulatory authorities and parties (if required) including the approval from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the Bonus Shares on the Main Market of Bursa Securities, authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 2,626,174,568 Bonus Shares on the basis of 2 Bonus Shares for every 1 existing Hextar Share held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the date to be determined and announced later by the Board;

THAT the Bonus Shares in respect of the Proposed Bonus Issue of Shares shall be issued as fully paid, at nil consideration and without capitalisation of the Company’s reserves;

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Hextar Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the Bonus Shares;

THAT the Board be and is hereby authorised to deal with fractional entitlements (if any), including disregarding any fractional entitlements, under the Proposed Bonus Issue of Shares, in such manner at its absolute discretion as the Board may deem fit and expedient, and in the best interests of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents and to take all such necessary steps to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

BY ORDER OF THE BOARD

LIM HOOI MOOI (MAICSA No. 0799764) (SSM PC No. 201908000134)

ONG WAI LENG (MAICSA No. 7065544) (SSM PC No. 202208000633)

PHAN NEE CHIN (MIA No. 28178) (SSM PC No. 202008004339)

Company Secretaries

Kuala Lumpur
15 March 2023

Notes:

- (i) 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 **23 March 2023** 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.
- (ii) A member of a 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 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.
- (iii) 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 two (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.
- (iv) For a member of the Company who 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (v) Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (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 instrument appointing the proxies.
- (vi) The instrument appointing a 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 instrument appointing a proxy or proxies must be made either under its common seal or signed by an officer or an attorney duly authorised.
- (vii) The instrument appointing a proxy either in writing or in electronic form shall 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 or by electronic lodgement via TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof. Please follow the Procedures for RSVP in the Administrative Details for the EGM.
- (viii) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the share registrar in accordance with Note (vii) above not less than forty-eight (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.
- (ix) For a corporate member who has appointed a representative, please deposit the ORIGINAL OR DULY CERTIFIED certificate of appointment with the share registrar in accordance with Note (vii) 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.



HEXTAR GLOBAL BERHAD
(Registration No. 199001014551 (206220-U))
(Incorporated in Malaysia)

PROXY FORM

(Before completing this form please refer to the notes below)

Number of Shares held	
CDS Account	

I/We _____ Tel: _____
(Full name in block and as per NRIC/Passport, NRIC/Passport/Company No.)

of _____
(Full Address)

being (a) member(s) of HEXSTAR GLOBAL BERHAD, hereby appoint(s):

Full Name (In Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

^and/or

Full Name (In Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

Or failing ^him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Hextar Global Berhad's Corporate Office, Level 3, No. 64, Jalan Bayu Laut 4/KS09, Kota Bayuemas, 41200 Klang, Selangor Darul Ehsan, Malaysia on Friday, 31 March 2023 at 10.30 a.m. or at any adjournment thereof, to vote as indicated below:

RESOLUTION	DESCRIPTION OF RESOLUTION	FOR	AGAINST
Ordinary Resolution	Proposed Bonus Issue of Shares		

Please indicate with "X" in the appropriate space how you wish your proxy to vote. If you do not indicate how you wish your proxy to vote on any resolutions, the proxy shall vote or abstain from voting at his / her discretion.

Dated this _____ day of _____ 2023.

Signature of Member(s) or
Common Seal*

^ Delete whichever inapplicable
* Manner of execution

Notes:

- (i) 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 **23 March 2023** 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.
- (ii) A member of a 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 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.



- (iii) 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 two (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.
- (iv) For a member of the Company who 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (v) Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (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 instrument appointing the proxies.
- (vi) The instrument appointing a 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 instrument appointing a proxy or proxies must be made either under its common seal or signed by an officer or an attorney duly authorised.
- (vii) The instrument appointing a proxy either in writing or in electronic form shall 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 or by electronic lodgement via TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof. Please follow the Procedures for RSVP in the Administrative Details for the EGM.
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 - (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.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Share Registrar:
HEXTAR GLOBAL BERHAD
(Registration No. 199001014551 (206220-U))
c/o 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
Wilayah Persekutuan, Malaysia

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