

**HEXTAR TECHNOLOGIES SOLUTIONS BERHAD**  
**(FORMERLY KNOWN AS COMPLETE LOGISTIC SERVICES BERHAD)**  
**Registration No.: 200501034100 (716241-X)**

**MINUTES OF THE SEVENTEENTH (17TH) ANNUAL GENERAL MEETING (“MEETING” OR “AGM”) OF HEXTAR TECHNOLOGIES SOLUTIONS BERHAD (FORMERLY KNOWN AS COMPLETE LOGISTIC SERVICES BERHAD) (“HEXTECH” OR “COMPANY”) HELD ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE PARTICIPATION AND VOTING USING REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES VIA MEETING PLATFORM AT [HTTPS://TIIH.ONLINE](https://tiih.online) PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD. IN MALAYSIA ON THURSDAY, 25 AUGUST 2022 AT 10.30 A.M.**

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- Present : **Attendance via video conferencing**
- Datuk Iskandar Bin Sarudin (Independent Non-Executive Chairman)  
Dato’ Ong Chong Yi (Independent Non-Executive Director)  
Mr. Yeoh Chin Hoe (Independent Non-Executive Director)  
Mr. Teh Li King (Non-Independent Non-Executive Director)  
Mr. Ronald Khoo Boo Soon (Executive Director)
- All members and proxies entered in the Attendance List
- By Invitation : All guests entered in the Attendance List
- In Attendance : Mr. Tan Eng Kiong (Financial Controller)  
Mr. Maggie Wong Mee Kiat (Company Secretary)  
Mr. James Chan (External Auditor)

**WELCOMING ADDRESS**

Datuk Iskandar Bin Sarudin (“the Chairman”), on behalf of the Board of Directors, welcomed the shareholders, proxy holders and invited guests to the Company’s fully virtual AGM, which was conducted through online meeting platform via TIIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia. Datuk’ Chairman thanked all participants for joining the meeting remotely via video conferencing.

Datuk’ Chairman introduced the following Board members to all present:-

1. Dato’ Ong Chong Yi (Independent Non-Executive Director)
2. Mr. Yeoh Chin Hoe (Independent Non-Executive Director)
3. Mr. Teh Li King (Non-Independent Non-Executive Director)
4. Mr. Ronald Khoo Boo Soon (Executive Director)

**QUORUM**

The Company Secretary confirmed that the requisite quorum was present as at the commencement of the meeting and therefore, the Chairman called the meeting to order and proceed with the agenda.

## **NOTICE OF MEETING**

The notice convening the meeting, having been circulated earlier to all the shareholders of the Company within the prescribed period, was taken as read.

## **POLLING PROCEDURES**

Datuk' Chairman informed that as required by Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Resolutions as set out in the notice calling the meeting was to be voted on by poll, and an independent scrutineer was appointed to validate the votes cast. For this purpose, Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") had been appointed as the poll administrator, and Scrutineer Solutions Sdn. Bhd. as the independent scrutineer to verify and confirm the poll results.

Affirmative votes of more than half of the members/proxies who participated and voted remotely at the meeting would be required to pass all the resolutions. Shareholders and proxies would be allowed to cast their votes remotely during the meeting until online voting was declared closed after presentation of all resolutions. Datuk' Chairman would announce the start and end of the online voting session.

A video presentation was made by Tricor, the poll administrator which guided the shareholders who have attended the AGM through live streaming on the electronic voting. After Tricor's presentation, Datuk' Chairman announced that online voting was opened.

## **BRIEFING ON THE COMPANY'S PERFORMANCE FOR FINANCIAL YEAR ENDED 31 MARCH 2022**

Mr. Ronald Khoo Boo Soon, Executive Director was invited to brief the shareholders on the performance of the Group for the financial year ended 31 March 2022.

## **ORDINARY BUSINESSES**

### **RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH REPORTS OF DIRECTORS AND AUDITORS**

Datuk' Chairman informed that the audited financial statements did not require shareholders' approval and hence the agenda would not be put for voting.

The audited financial statements for the financial year ended 31 March 2022 were duly received by the meeting.

### **RESOLUTION 1 – DIRECTORS' FEES**

Datuk' Chairman informed that Resolution 1 was to approve the payment of Non-Executive Directors' fees not exceeding RM180,000.00 for the financial year ending 31 March 2023.

### **RESOLUTION 2 – MEETING ALLOWANCE**

Datuk' Chairman informed that Resolution 2 was to approve the payment of the meeting allowance for the Board Committee Chairman at RM1,250 per meeting day and Non-Executive Directors at RM1,000 per meeting day for the period from 26 August 2022 until the next Annual General Meeting ("AGM") of the Company.

**RESOLUTION 3 - RE-ELECTION OF DATUK ISKANDAR BIN SARUDIN**

Mr. Ronald Khoo Boo Soon was invited to inform the Shareholders that Resolution 3 was to approve the re-election of Datuk Iskandar Bin Sarudin who retire pursuant to Article 131.1 of the Company's Constitution. The retiring Director had offered himself for re-election as Director of the Company.

**RESOLUTION 4 - RE-ELECTION OF DATO' ONG CHONG YI**

Datuk' Chairman informed that Resolution 4 was to approve the re-election of Dato' Ong Chong Yi who retire pursuant to Article 131.1 of the Company's Constitution. The retiring Director had offered himself for re-election as Director of the Company.

**RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS**

Datuk' Chairman informed that Resolution 5 was to approve the re-appointment of Crowe Malaysia PLT as the Company's auditors for the ensuing financial year end at a remuneration to be fixed by the Directors.

**SPECIAL BUSINESS**

**RESOLUTION 6 - AUTHORITY TO ISSUE SHARES- GENERAL ALLOTMENT**

Datuk' Chairman informed that Resolution 6 was for the approval for issuance of new ordinary shares pursuant to Section 75 and Section 76 of Companies Act 2016. The text of the resolution for consideration is set out in the notice of the Seventeenth Annual General Meeting dated 29 July 2022. He further explained that the passing of this Resolution will empower the Directors to issue shares in the Company provided that the aggregate number of shares to be issued does not exceed twenty percent of the total number of issued shares of the Company for the time being to be utilised until 31 December 2022 as empowered by Bursa Securities pursuant to the extension of the implementation period of the enhanced general mandate announced by Bursa Malaysia Berhad on 23 December 2021 and thereafter, 10% of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Bursa Securities Main Market Listing Requirements to be utilised before the conclusion of the next AGM of the Company.

**RESOLUTION 7 - AUTHORITY TO ISSUE SHARES- SHARE ISSUANCE SCHEME ('SIS') ALLOTMENT**

Datuk' Chairman informed that Resolution 7 was for the approval for issuance of new ordinary shares under the existing SIS. The text of the resolution for consideration is set out in the Notice of Seventeenth Annual General Meeting dated 29 July 2022. He further explained that the passing of this Resolution will empower the Directors to issue shares in the Company under the existing SIS, provided that the aggregate number of shares to be issued does not exceed the amount approved under the SIS. This authority will expire at the conclusion of the next AGM of the Company.

**RESOLUTION 8 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE TO PURCHASE UP TO 10% OF ITS TOTAL NUMBER OF ISSUED SHARE**

Datuk’ Chairman informed that Resolution 8 was for the approval for renewal of Share Buy-Back Authority. Information pertaining to the proposed Renewal of Share Buy-Back Authority is set out in the Share Buy-Back Statement dated 29 July 2022. He further informed that the detailed text of the motion is set out in the Notice of Seventeenth Annual General Meeting dated 29 July 2022.

**RESOLUTION 9 – RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION**

Datuk’ Chairman informed that Resolution 9 was for the approval for the proposed renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature (“RRPT”). He further explained that the purpose of this resolution is to authorise the Company and its subsidiaries to enter into recurrent related party transactions pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The information pertaining to the Proposed Renewal of Existing Shareholders’ Mandate for RRPT is set out in the Circular to Shareholders dated 29 July 2022. He also informed that the detailed text of the motion is set out in the Notice of Seventeenth Annual General Meeting dated 29 July 2022.

**ANY OTHER BUSINESS**

Datuk’ Chairman confirmed that the Company had not received any notice to transact any other business.

**Q&A SESSION**

The Chairman noted that there was no question asked.

**POLL RESULTS**

After announcing the close of the online voting, Datuk’ Chairman informed that results of the poll would be declared after counting of votes by the poll administrator and validation of the poll results by the scrutineer, which would take about 20 minutes, during which a short break ensued.

The poll results as set out below were handed to Datuk’ Chairman and shown on the screen:

Resolution	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
Resolution 1	88,054,933	99.9999	10	0.0000
Resolution 2	88,054,933	99.9999	10	0.0000
Resolution 3	88,054,943	100.0000	0	0.0000
Resolution 4	88,054,943	100.0000	0	0.0000
Resolution 5	88,054,943	100.0000	0	0.0000
Resolution 6	88,054,943	100.0000	0	0.0000
Resolution 7	88,054,943	100.0000	0	0.0000
Resolution 8	88,054,943	100.0000	0	0.0000
Resolution 9	216,943	100.0000	0	0.0000

Based on the poll results, Datuk’ Chairman declared the following Resolutions carried:

**RESOLUTION 1 – DIRECTORS’ FEES**

THAT payment of Non-Executive Directors’ fees not exceeding RM180,000.00 for the financial year ending 31 March 2023 be and is hereby approved.

**RESOLUTION 2 – MEETING ALLOWANCE**

THAT payment of meeting allowance for Board Committee Chairman at RM1,250 per meeting day and Non-Executive Directors at RM1,000 per meeting day for the period from 26 August 2022 until the next Annual General Meeting (“AGM”) of the Company be and is hereby approved.

**RESOLUTION 3 - RE-ELECTION OF DATUK ISKANDAR BIN SARUDIN**

THAT Datuk Iskandar Bin Sarudin, who is retiring pursuant to Article 131.1 of the Company’s Constitution at the conclusion of this Annual General Meeting of the Company be and is hereby re-elected as a Director of the Company.

**RESOLUTION 4 - RE-ELECTION OF DATO’ ONG CHONG YI**

THAT Dato’ Ong Chong Yi, who is retiring pursuant to Article 131.1 of the Company’s Constitution at the conclusion of this Annual General Meeting of the Company be and is hereby re-elected as a Director of the Company.

**RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS**

THAT Messrs. Crowe Malaysia PLT, the retiring auditors be and are hereby appointed as the auditors of the Company for the financial year ending 31 March 2023 and THAT the Directors be and are hereby authorised to fix their remuneration.

**RESOLUTION 6 - AUTHORITY TO ISSUE SHARES- GENERAL ALLOTMENT**

THAT subject always to the Companies Act 2016 (“the Act”), the constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2022 as empowered by Bursa Securities pursuant to the extension of the implementation period of the enhanced general mandate announced by Bursa Malaysia Berhad on 23 December 2021 and thereafter, ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under 6.03(1) of the Bursa Securities Main Market Listing Requirements to be utilised before the conclusion of the next Annual General Meeting (“AGM”) of the Company; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**RESOLUTION 7 - AUTHORITY TO ISSUE SHARES- SHARE ISSUANCE SCHEME ('SIS') ALLOTMENT**

THAT pursuant to Sections 75 and 76 of the Act, full authority be and is hereby given to the Directors to issue shares in the Company from time to time under the existing SIS of the Company, provided that the aggregate number of shares to be issued under this resolution does not exceed the amount approved under the SIS and that such authority shall continue in force until the conclusion of the next AGM of the Company, and that the Directors be and are hereby empowered to obtain the approval of Bursa Malaysia for the listing of and quotation for the additional shares so issued.

**RESOLUTION 8 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE TO PURCHASE UP TO 10% OF ITS TOTAL NUMBER OF ISSUED SHARE**

THAT subject to the Act, rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution and the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares in the Company’s issued share capital through Bursa Malaysia upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:-

- i. the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution (“Purchased Shares”) does not exceed ten percent (10%) of the total number of issued shares of the Company at any one time; and
- ii. the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the retained profits of the Company;
- iii. the authority conferred by this ordinary resolution shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:-
  - a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
  - b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,whichever occurs first.

That upon completion of the purchase(s) by the Company of its own shares, the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- a) cancel all the shares so purchased; and/or
- b) retain the shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on the market of Bursa Malaysia; and/or
- c) retain part thereof as treasury shares and cancel the remainder.

**RESOLUTION 9 – RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION**

That authority be and is hereby given in line with Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the RRPT, particulars of which are set out in the Circular to Shareholders dated 29 July 2022 (“the Circular”), with the Related Parties

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as described in the Circular, provided that such transactions are of a revenue and/or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, within the ordinary course of business of the Company and/or its subsidiaries, made at arm's length basis and on normal commercial terms which are generally available to the public and are not detrimental to the minority shareholders of the Company;

That such authority shall commence immediately upon the passing of this ordinary resolution and continue in force until:-

- i. the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Shareholders' Mandate for RRPT is passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at that AGM; or
- ii. the expiry of the period within which the next AGM is required by law to be held but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- iii. revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first;

And that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Proposed Shareholders' Mandate for RRPT".

**CLOSURE**

Datuk' Chairman concluded the Meeting and thanked all present for their participation in the Seventeenth AGM of the Company. Datuk' Chairman declared the meeting closed at 11.31 a.m.

**SIGNED AND CONFIRMED BY**

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Datuk Iskandar Bin Sarudin  
Chairman  
Date: