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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting ("**30TH AGM**") of Hextar Capital Berhad ("**HCB**" or "**the Company**") will be held at Hextar Hall, Level 17, Hextar Centre, Hextar Tower, No. 8, Jalan Damansara, Empire City, PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan Malaysia on Friday, 19 June 2026 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial period ended 31 December 2025 and the Reports of Directors and Auditors thereon. — **Please refer to Explanatory Note 1**
2. To approve the payment of Directors' fees to the Directors up to an amount of RM350,000.00 from 20 June 2026 until the next Annual General Meeting ("**AGM**") of the Company. — **Ordinary Resolution 1** *(Please refer to Explanatory Note 2)*
3. To approve the payment of Directors' benefits to the Directors up to an amount of RM350,000.00 from 20 June 2026 until the next AGM of the Company. — **Ordinary Resolution 2** *(Please refer to Explanatory Note 2)*
4. To re-elect Dato' Mazlin Bin MD Junid who retires by rotation in accordance with Article 90(1) of the Company's Constitution. — **Ordinary Resolution 3** *(Please refer to Explanatory Note 3)*
5. To re-elect the following Directors who retire pursuant to Article 83 of the Company's Constitution:-
   i. Gwi Fei Yi — **Ordinary Resolution 4**
   ii. Dato' Haji Mohd Yazid Bin Haji Mustafa — **Ordinary Resolution 5** *(Please refer to Explanatory Note 3)*
6. To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company for the ensuing financial year and to authorise the Directors to determine their remuneration. — **Ordinary Resolution 6**

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

7. **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.** — **Ordinary Resolution 7** *(Please refer to Explanatory Note 4)*

   "**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 ("**the Act**"), the Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approval from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered to issue and allot shares ("**New 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 as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of such New Shares to be issued and allotted, pursuant to this resolution, aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being as stipulated under Rule 6.04(1) of ACE Market Listing Requirements of the Bursa Securities ("**Proposed Mandate**"); **AND THAT** the Directors be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

   THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

   THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed Mandate.

   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 ("**AGM**") of the Company.

   THAT pursuant to Section 85 of the Act read together with Article 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Act, the Constitution of the Company and the approvals from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required; **AND THAT** such New Shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares.

   FURTHER THAT the Board of Directors of the Company is exempted from the obligation to offer such New Shares to the existing shareholders of the Company."

8. **Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed RRPT Mandate")** — **Ordinary Resolution 8** *(Please refer to Explanatory Note 5)*

   "**THAT** subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), approval be and is hereby given to the Company and/or its subsidiary(ies) ("**HCB Group**") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 of the Circular to the Shareholders dated 30 April 2026 in relation to the Proposed RRPT Mandate which are necessary for the day-to-day operations of HCB Group, and are carried out in the ordinary course of business, the transactions are undertaken at an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party and on terms not detrimental to the minority shareholders of the Company.

   AND THAT such authority shall continue to be in force until:-

   (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
   (ii) the expiration of the period within which the next AGM after that date is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
   (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

   whichever is earlier.

   AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including, without limitation, to execute all such documents as may be required) to assent to any conditions, variations and/or amendments) as they may consider expedient or necessary in the best interest of the Company to give effect to the Proposed RRPT Mandate."

9. **Proposed Renewal of Share Buy-Back Authority** — **Ordinary Resolution 9** *(Please refer to Explanatory Note 6)*

   "**THAT** subject always to compliance with the Companies Act 2016 ("**the Act**"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements of Bursa Securities**") and all other applicable laws, rules, regulations, guidelines for the time being in force or as may be amended from time to time or approval of all relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

   (i) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of purchase;
   (ii) the maximum funds to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the total retained earnings of the Company at the time of the said purchase(s); and
   (iii) the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:-
      a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
      b) the expiration of the period within which the next AGM after that date is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
      c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

   whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of Bursa Securities and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;

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

   (i) cancel the HCB shares so purchased; and/or
   (ii) retain the HCB shares so purchased as Treasury Shares; and/or
   (iii) retain part of the HCB Shares so purchased as Treasury Shares and cancel the remainder;
   (iv) distribute the Treasury Shares as share dividends to Shareholders;
   (v) resell the Treasury Shares or any of the said shares in accordance with the Listing Requirements of Bursa Securities;
   (vi) transfer the Treasury Shares or any of the said shares as purchase consideration;
   (vii) transfer the Treasury Shares or any of the said shares for the purposes of or under an employee's share scheme or such other purpose as allowed under the Act;
   (viii) cancel the Treasury Shares or any of the said shares; and/or
   (ix) sell, transfer or otherwise use the HCB shares for such other purposes as the Minister may by order prescribe,

   and/or in any other manner as prescribed by the Act, rules and regulations made pursuant to the Act and Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force;

   AND THAT authority be and is hereby given to the Directors to complete and to do all such acts and things as they may consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors in their discretion deem fit and expedient to give effect to the aforesaid purchase(s) contemplated and/or authorised by this Ordinary Resolution."

10. To transact any other business for which due notice shall have been received.

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

Date: 30 April 2026

Notes:

1. A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
2. A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
3. 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 the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
5. 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
6. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 12 June 2026. Only a depositor whose name appears on the Record of Depositors as at 12 June 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
7. The Form of Proxy must be deposited at the Administrator's office at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for the holding of the 30TH AGM or any adjournment thereof.
8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements issued by Bursa Malaysia Securities Berhad ("**Bursa Securities**"), all resolutions set out in this Notice of Meeting will be put to vote by poll.

Explanatory Notes:

1. **Audited Financial Statements**
   Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
2. **Ordinary Resolutions 1 and 2**
   Proposed payment of Directors' Fees and Benefits 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 of Directors of the Company ("the Board") agreed that the shareholders' approval shall be sought at the 30TH AGM on the Directors' Fees and Benefits in two (2) separate resolutions as below:-
   - Ordinary Resolution 1 on payment of Directors' fees to the Directors up to an amount of RM350,000.00 from 20 June 2026 until the next AGM; and
   - Ordinary Resolution 2 on payment of Directors' benefits to the Directors up to an amount of RM350,000.00 from 20 June 2026 until the next AGM.

   The Directors' benefits of the Company basically the meeting allowances for Board/Board Committee meetings to be attended for the period from 20 June 2026 until the conclusion of the next AGM. The Board has taken into account various factors, including the number of scheduled and ad-hoc meetings of the Board and Board Committees.
   In the event the proposed amount is insufficient due to an increase in Board/Board Committee meetings and/or an enlarged Board size, approval will be sought at the next AGM for such shortfall.
   The Ordinary Resolutions 1 and 2, if passed, will facilitate the payment of Directors' fees and benefits on a monthly basis and/or as and when required. The Board is of the view that Directors should be paid such fees and meeting allowances upon them discharging their responsibilities and rendering their services to the Company.
3. **Ordinary Resolutions 3 to 5**
   Re-election of Directors
   In accordance with Article 83 of the Company's Constitution, any Director appointed during the year shall hold office only until the next AGM and shall be eligible for re-election. Mr. Gwi Fei Yi and Dato' Haji Mohd Yazid Bin Haji Mustafa were appointed as the Executive Director and Independent Non-Executive Director of the Company on 26 February 2025 and 15 January 2026 respectively, and have offered themselves for re-election at the 30TH AGM. The retiring Directors have abstained from deliberations and decision on their re-election at the relevant meetings of the Board and the NRC.
   The profile of the retiring Directors are set out in the Profile of the Board of Directors in the Annual Report 2025.
4. **Ordinary Resolution 7**
   Authority to issue and allot shares Pursuant to Sections 75 and 76 of the Companies Act 2016
   The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed Mandate").
   The previous mandate granted by the shareholders had not been utilized and hence, no proceed was raised therefrom. Accordingly, this proposed Resolution is a renewal of the previous year's mandate. The Proposed Mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.
   The purpose of this Proposed Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for any possible fund raising activities, including but not limited to further placing of shares, repayment of bank borrowing(s), if any, for purpose of funding future investment project(s), working capital and/or acquisitions. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.
   The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Article 54 of the Constitution of the Company, pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.
5. **Ordinary Resolution 8**
   Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed RRPT Mandate")
   The proposed Ordinary Resolution 8 in respect of the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Proposed RRPT Mandate**") are intended to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders.
   This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.
   Please refer to the Circular to Shareholders in relation to the Proposed RRPT Mandate dated 30 April 2026 for further details.
6. **Ordinary Resolution 9**
   Proposed Renewal of Share Buy-Back Authority
   The proposed Ordinary Resolution 9, if passed, will empower the Directors to purchase the Company's shares of up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company. Please refer to the Share Buy-Back Statement in relation to the Proposed Renewal of Share Buy-Back Authority dated 30 April 2026 for further details.