

HEXZA CORPORATION BERHAD (8705-K)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-third Annual General Meeting of Hexza Corporation Berhad will be held at the Meeting Room 5 & 6, 1st Floor, Impiana Hotel, Jalan Raja Dr. Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Saturday, 24th November 2012 at 11.30 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30th June 2012 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To approve the payment of a first and final dividend of 8% less tax plus 2% tax-exempt in respect of the financial year ended 30th June 2012. (Resolution 2)
3. To approve the payment of Directors' fees of RM281,150 for the financial year ended 30th June 2012 (2011: RM232,500). (Resolution 3)
4. To re-elect Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany who retires in accordance with Article 78 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 4)
5. To re-appoint the following Directors who retire pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting:
 - (i) Dr. Foong Weng Cheong (Resolution 5)
 - (ii) Dato' Richard Ong Guan Seng (Resolution 6)
 - (iii) Datuk Dr. Foong Weng Sum (Resolution 7)
6. To re-appoint Messrs. Deloitte & Touche as Auditors and to authorise the Directors to fix their remuneration. (Resolution 8)
7. As Special Business, to consider and, if thought fit, to pass the following resolutions:
 - (a) **Ordinary Resolution**
Authority to issue shares pursuant to Section 132D of the Companies Act, 1965
 "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares of the Company at any time until the conclusion of the next Annual General Meeting of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." (Resolution 9)
 - (b) **Special Resolution**
Proposed amendments to the Articles of Association of the Company
 "THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix I of the Annual Report 2012 of the Company be and are hereby approved." (Resolution 10)
8. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Forty-third Annual General Meeting, a first and final dividend of 8% less tax plus 2% tax-exempt in respect of the financial year ended 30th June 2012 will be paid on 3rd January 2013 to members whose names appear in the Record of Depositors on 12th December 2012.

A depositor shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 12th December 2012 in respect of ordinary transfers; and
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board
 CHONG YOKE SENG
 Company Secretary

Ipoh
 30th October 2012

NOTES:

1. A member, other than an exempt authorised nominee is entitled to appoint not more than two (2) proxies. A proxy may but need not be a member of the Company.
2. A member who is an authorised nominee may appoint not more than two (2) proxies in respect of each securities account held; whereas an exempt authorised nominee may appoint multiple proxies in respect of each omnibus account held.
3. A member who appoints a proxy must duly execute the Form of Proxy, and if more than one (1) proxy is appointed, the number of shares to be represented by each proxy must be clearly indicated.
4. An instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, shall be either under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The duly executed Proxy Form must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
6. Only members whose names appear in the Record of Depositors as at 16th November 2012 will be entitled to attend and vote at the meeting.
7. Explanatory Notes on Special Business:
 - (a) The proposed Resolution 9, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
 The general mandate sought for issue of shares is a renewal of the general mandate sought in the preceding year. As at the date of Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Forty-second AGM held on 26th November 2011 and hence no proceeds were raised therefrom. The purpose of this general mandate is to allow the Company to take advantage of any strategic opportunities, including but not limited to, issuance of new shares for purpose of funding investment project(s), working capital and/or acquisitions which require new shares to be allotted and issued speedily and would also save the cost involved in convening a general meeting to approve such issuance of shares.
 - (b) The proposed Resolution 10, if passed, will bring the Company's Articles of Association in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, as set out in Appendix I of the Annual Report 2012 of the Company.