

HEXZA CORPORATION BERHAD (8705-K)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Forty-sixth Annual General Meeting of Hexza Corporation Berhad will be held at the Conference Centre, Level 2, Weil Hotel, Jalan Sultan Idris Shah, 30000 Ipoh, Perak Darul Ridzuan on Friday, 20th November 2015 at 12.00 noon for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30th June 2015 and the Reports of the Directors and Auditors thereon. *(Please refer Explanatory Note A)*
- To approve the payment of a first and final single-tier dividend of 4.5 sen per share (9%) in respect of the financial year ended 30th June 2015. *(Resolution 1)*
- To approve the payment of Directors' fees of RM315,000 for the financial year ended 30th June 2015 (2014: RM282,500). *(Resolution 2)*
- 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 as a Director of the Company. *(Resolution 3)*
- 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:
 - Dr. Foong Weng Cheong *(Resolution 4)*
 - Dato' Richard Ong Guan Seng *(Resolution 5)*
 - Datuk Dr. Foong Weng Sum *(Resolution 6)*
- To appoint Auditors and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked 'Annexure' has been received by the Company for the nomination of Messrs. Deloitte, who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:

"THAT Messrs. Deloitte be and are hereby appointed as Auditors of the Company for the financial year ending 30th June 2016 in place of the retiring Auditors, Messrs. Deloitte & Touche and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors." *(Resolution 7)*

As Special Business:-

7. Continuing in office as Independent Directors

- Subject to their re-appointment/re-election as Director, to re-appoint the following Directors to continue to act as Independent Directors of the Company:
 - Dato' Richard Ong Guan Seng *(Resolution 8)*
 - Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany *(Resolution 9)*
- To re-appoint Mr. Leong Keng Yuen to continue to act as Independent Director of the Company. *(Resolution 10)*

8. To consider and, if thought fit, to pass the following 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 11)*

- 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 the first and final single-tier dividend of 4.5 sen per share (9%) in respect of the financial year ended 30th June 2015, if approved by the shareholders, will be paid on 10th December 2015 to depositors who are registered in the Record of Depositors at the close of business on 26th November 2015.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 26th November 2015 in respect of ordinary transfers; and
- 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

29th October 2015

Notes:

- 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.
- 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.
- 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.
- 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.
- The duly executed Form of Proxy 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.
- Only members whose names appear in the Record of Depositors as at 13th November 2015 will be entitled to attend and vote at the meeting.

Explanatory Note A

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval by the shareholders and hence, is not put forward for voting.

Explanatory Notes on Special Business:

1. Resolutions 8, 9 & 10

The proposed Resolutions 8, 9 & 10, if passed, will enable the named Directors to continue to hold office until the next Annual General Meeting of the Company as Independent Directors notwithstanding that they have served a cumulative term of more than nine years.

In line with the recommendation 3.2 of the Malaysian Code on Corporate Governance 2012, the Board on the recommendation of the Nominating Committee, after the annual assessment of the Directors' independence have recommended that Dato' Richard Ong Guan Seng, Mr. Leong Keng Yuen and Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany who have served as Directors of the Company for a cumulative term of more than nine years, be re-appointed as Independent Directors of the Company based on the following justifications:

- They have fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- They each remain independent and actively participate in board discussions and provide an independent and objective voice on the Board.
- They have in depth knowledge of the Company's business operations and they are committed to devote sufficient time and attention to the Company.
- They act in the best interest of all shareholders and will provide the check and balance to the Board.

2. Resolution 11

The proposed Resolution 11, 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 by the Company in 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-fifth AGM held on 22nd November 2014 and hence no proceeds were raised therefrom. The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.