

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company will be held at Function Room Putra 1 (Golf Main Building-1st Floor) Nilai Springs Resort Hotel, PT 4470 Nilai Springs, 71800 Putra, Nilai, Negeri Sembilan on Wednesday, 26 June 2013 at 9.00 a.m. to transact the following businesses:

1. To receive the Audited Financial Statements for the financial period from 1 April 2011 to 31 December 2012 and the Reports of Directors and Auditors thereon. (Please refer to explanatory note below)
 2. To approve the payment of Directors' fees of RM381,003 for the financial period from 1 April 2011 to 31 December 2012. (Resolution 1)
 3. To re-elect Mr Tan Beng Wan as Director who retires pursuant to Article 80 of the Company's Articles of Association. (Resolution 2)
 4. To re-elect En Abd Rahim Ambak as Director who retires pursuant to Article 87 of the Company's Articles of Association. (Resolution 3)
 5. To re-appoint BDO as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 4)
- AS SPECIAL BUSINESS**
- To consider and, if thought fit, to pass the following resolutions with or without modifications :
6. **ORDINARY RESOLUTION 1**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 (Resolution 5)
"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten per cent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."
 7. **ORDINARY RESOLUTION 2**
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
– **Tuan Haji Mokatar Rudin bin Wan Yusof**
"THAT authority be and is hereby given to Tuan Haji Mokatar Rudin bin Wan Yusof who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." (Resolution 6)
 8. **ORDINARY RESOLUTION 3**
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
– **Chen Seong Sang**
"THAT authority be and is hereby given to Chen Seong Sang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." (Resolution 7)
 9. **SPECIAL RESOLUTION 1**
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
"THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix A attached to the Annual Report 2012 be and is hereby approved." (Special Resolution 1)
 10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD
HEXAGON HOLDINGS BERHAD
Teoh Kok Jong (LS 04719)
Company Secretary
Kuala Lumpur
3 June 2013

EXPLANATORY NOTES

Item 1 of the Agenda

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 of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Item 2 of the Agenda

The proposed Resolution 1 is in accordance with Article 76 of the Company's Articles of Association and if passed, will authorise the payment of Directors' Fees to the Directors of the Company for their services as Directors for the financial period from 1 April 2011 to 31 December 2012.

Item 6 of the Agenda – Special Business

The proposed Resolution 5, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

Item 7 of the Agenda – Special Business

Continuing in Office as Independent Non-Executive Director – Tuan Haji Mokatar Rudin bin Wan Yusof

The Nomination Committee has assessed the independence of Tuan Haji Mokatar Rudin bin Wan Yusof, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a. he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- b. he has been with the Company for more than 9 years and was familiar with the Company's business operations;
- c. he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- d. he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

Item 8 of the Agenda – Special Business

Continuing in Office as Independent Non-Executive Director – Chen Seong Sang

The Nomination Committee has assessed the independence of Chen Seong Sang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a. he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- b. he has been with the Company for more than 9 years and was familiar with the Company's business operations;
- c. he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- d. he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

Item 9 of the Agenda – Special Resolution 1

The proposed Amendments are to streamline the Articles of Association to comply with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad effective from 3 January 2012 and 3 September 2012.

NOTES :

1. Only depositors whose names appear in the Record of Depositors as at 19 June 2013 be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member entitled to attend and vote at the meeting may appoint a proxy or proxies, to attend and vote on his behalf.
3. A proxy must be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 applies.
4. Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy must be made under seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this form duly completed must be deposited at the registered office of the Company at Suite B13A-4, Tower B, Level 13A, Northpoint Offices, Mid Valley City, No.1, Medan Syed Putra Utara, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before 9.00 a.m., Monday, 24 June 2013 or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll.

APPENDIX A

Article	Existing Provisions	Amended Provisions	Rationale
Art 2	New Definition	Exempt Authorised Nominee -an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.	
Art 68	Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative and a proxy shall be entitled to vote on a show of hands on any questions at any general meetings and on a show of hands every person present who is a Member or a proxy or an attorney or an authorised representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds.	Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative and a proxy shall be entitled to vote on a show of hands on any questions at any general meetings and on a show of hands every person present who is a Member or a proxy or an attorney or an authorised representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds. There shall be no restriction as to the qualification of the proxy.	To streamline the Articles of Association to comply with the recent amendments to Paragraph 7.21A (1), Chapter 7 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad
Art 74(a)	Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy but not more than two proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.	Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one 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	To streamline the Articles of Association to comply with the recent amendments to Paragraph 7.21 (2), Chapter 7 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad
Art 74	The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a Member of the Company provided that the provisions of Section 149(1)(b) of the Act are complied with. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member of the Company may appoint more than two proxies to attend at the same meeting. Where the Member of the Company appoints two or more proxies, the Member shall specify the proportion of his shareholding to be represented by each proxy.	The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a Member of the Company provided that the provisions of Section 149(1)(b) of the Act are complied with. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member of the Company may appoint more than two proxies to attend at the same meeting. Where the Member of the Company appoints two or more proxies, the Member shall specify the proportion of his shareholding to be represented by each proxy. A proxy shall have the same rights as members to speak at the general meeting.	To streamline the Articles of Association to comply with the recent amendments to Paragraph 7.21A (2), Chapter 7 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad
Art 143	Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or Record of Depositors or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.	Any cash distributions including dividend, interest, profit rates, income distributions, capital repayment or other money payable in cash in respect of securities may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or Record of Depositors or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.	To streamline the Articles of Association to comply with the recent amendments to Paragraph 8.26A, Chapter 8 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements