

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Seventh (47th) Annual General Meeting of Hexza Corporation Berhad will be held at the Pusing Hall, Level 3, Kinta Riverfront Hotel & Suites, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on Saturday, 19th November 2016 at 11.00 a.m.

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30th June 2016, together with the Directors' and Auditors' Reports thereon. **(Please refer to Note 1)**
2. 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 2016. **(Ordinary Resolution 1)**
3. To approve the payment of Directors' fees of RM331,670 for the financial year ended 30th June 2016 (2015: RM315,000). **(Ordinary Resolution 2)**
4. To re-elect Ms. Chong Yoke Seng who was appointed during the year and retires in accordance with Article 64 of the Company's Articles of Association and being eligible, offers herself for re-election as a Director of the Company. **(Ordinary Resolution 3)**
5. To re-elect Mr. Leong Keng Yuen 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. **(Ordinary Resolution 4)**
6. 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 **(Ordinary Resolution 5)**
 - (ii) Dato' Richard Ong Guan Seng **(Ordinary Resolution 6)**
 - (iii) Datuk Dr. Foong Weng Sum **(Ordinary Resolution 7)**
7. To appoint Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**

As **SPECIAL BUSINESS**, to consider and, if thought fit, pass the following ordinary resolutions:

8. Continuing in office as Independent Directors

- (a) Subject to their re-appointment/re-election as Director, to retain the following Directors to continue to act as Independent Directors of the Company:
 - (i) Dato' Richard Ong Guan Seng **(Ordinary Resolution 9)**
 - (ii) Mr. Leong Keng Yuen **(Ordinary Resolution 10)**
- (b) To retain Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany to continue to act as an Independent Director of the Company. **(Ordinary Resolution 11)**

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9. 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.”

**(Ordinary
Resolution 12)**

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

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 2016, if approved by the shareholders, will be paid on 8th December 2016 to depositors who are registered in the Record of Depositors at the close of business on 22nd November 2016.

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 22nd November 2016 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

CHAN YOKE YIN (MAICSA 7043743)

CHAN EOI LENG (MAICSA 7030866)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia

27th October 2016

Notes:

1. *Agenda 1 is meant for discussion only as Section 169(1) of the Companies Act, 1965 only requires the Audited Financial Statements to be laid before the Company at the Annual General Meeting and not shareholders' approval. Hence, Agenda 1 will not be put forward for voting.*
2. *Only members whose names appear on the Record of Depositors as at 10th November 2016 shall be entitled to attend the Annual General Meeting or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.*
3. *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.*
4. *Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
5. *Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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.*
6. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.*
7. *The instrument appointing a proxy must be deposited with the Company Secretaries, 55A Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting. Faxed or emailed copies are not acceptable.*

NOTICE OF ANNUAL GENERAL MEETING (continued)

EXPLANATORY NOTES TO SPECIAL BUSINESS:

1. **Resolution 9, 10 & 11**

The proposed Resolutions 9, 10 & 11, 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 (9) 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 (9) years, be re-appointed as Independent Directors of the Company based on the following justifications:

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

2. **Resolution 12**

The proposed Resolution 12, 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-Sixth AGM held on 20 November 2015 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

The details of Directors standing for re-election and re-appointment are set out in the Profile of Directors and the details of their interests in the securities of the Company are disclosed in this Annual Report.