

HEXZA CORPORATION BERHAD

(8705-K)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fiftieth (50th) Annual General Meeting ("50th AGM and/or "AGM") of Hexza Corporation Berhad will be held at the Lavendar Hall, Level 3, Kinta Riverfront Hotel & Suites, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on Saturday, 16 November 2019 at 11.00 a.m.

AGENDA

AS ORDINARY BUSINESS:

ORDINARY RESOLUTION

- To receive the Audited Financial Statements for the financial year ended 30 June 2019, together with the Directors' and Auditors' Reports thereon. (Please refer to Note 2)
- To approve the payment of a final dividend of 5 sen per share in respect of the financial year ended 30 June 2019. 1
- To approve the payment of Directors' fees of RM305,000 for the financial year ended 30 June 2019. 2
- To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM330,000 from 16 November 2019 until the next AGM of the Company. 3
- To re-elect Mr. Leong Keng Yuen, who retires in accordance with Article 78 of the Company's Articles of Association, as a Director of the Company. 4
- To re-elect Ms. Chong Yoke Seng, who retires in accordance with Article 78 of the Company's Articles of Association, as a Director of the Company. 5
- To re-appoint Deloitte PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. 6

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

- Retention of Independent Non-Executive Directors
8.1 That subject to his re-election as a Director of the Company under Ordinary Resolution 4, Mr. Leong Keng Yuen, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be retained, to continue to act as an Independent Non-Executive Director of the Company. 7
8.2 That Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be retained, to continue to act as an Independent Non-Executive Director of the Company. 8
- Authority to allot and issue shares in general pursuant to Section 75 of the Companies Act, 2016** 9
"That, subject to the Companies Act, 2016 and the Company's Articles of Association and approvals from Bursa Malaysia Securities Berhad, Securities Commission and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the Companies Act, 2016 to allot and issue shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the Annual General Meeting of the Company held next after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier."
- PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY** Special Resolution
"That approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association with immediate effect and in place thereof, the proposed new Constitution as set out in the Circular to Shareholders dated 15 October 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN that the final dividend of 5 sen per share in respect of the financial year ended 30 June 2019, if approved by the shareholders, will be paid on 18 December 2019 to depositors who are registered in the Record of Depositors at the close of business on 5 December 2019.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 5 December 2019 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

CHAN YOKE YIN (MAICSA 7043743)
CHAN EOI LENG (MAICSA 7030866)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
15 October 2019

NOTES:

- PROXY**
Only members whose names appear on the Record of Depositors as at **6 November 2019** shall be entitled to attend the AGM 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. A proxy must be 18 years and above and may but need not be a member of the Company.
A member, other than an exempt authorised nominee is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him/her.
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.
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 but the proportion of holdings to be represented by each proxy must be specified.
The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.
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.
For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.
Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.
- AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019**
Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and not shareholders' approval. Hence, Agenda 1 will not be put forward for voting.
- FINAL DIVIDEND**
Section 131 of the Companies Act, 2016 states that a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. The Board of Directors having considered the available profits has decided to recommend the proposed final dividend for the shareholders' approval.
The Board of Directors is satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.
- DIRECTORS' FEES AND BENEFITS**
Section 230(1) of the Companies Act, 2016 provides amongst others, that "fees" of the Directors and "any benefits" payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two (2) separate resolutions as follows:
Ordinary Resolution 2 : Payment of Directors' fees in respect of the financial year ended 30 June 2019.
Ordinary Resolution 3 : Payment of Directors' benefits for the period from 16 November 2019 until the next AGM.
The Directors' benefits payable to the Non-Executive Directors for the period from 16 November 2019 until the next AGM of the Company are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.
- RE-ELECTION OF DIRECTOR**
Dato' Richard Ong Guan Seng who retires by rotation in accordance with Article 78 of the Company's Articles of Association, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the 50th AGM.
Mr. Leong Keng Yuen and Ms. Chong Yoke Seng are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this 50th AGM.
The Board has via the Nominating Committee conducted an assessment on the effectiveness and contributions of the above retiring Directors including their skills, experience, competency and commitments, and has recommended for them to be re-elected to the Board.
- RE-APPOINTMENT OF AUDITORS**
The Audit Committee ("AC") has carried out an assessment of the suitability and independence of the external auditors, Deloitte PLT and was satisfied with the suitability of Deloitte PLT based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC in its assessment also found Deloitte PLT to be sufficiently objective and independent.
The Board therefore approved the AC's recommendation that the re-appointment of Deloitte PLT as external auditors of the Company be put forward for the shareholders' approval at the 50th AGM.
- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**
The proposed Resolutions 7 & 8, if passed, will enable the named Directors to continue to hold office as Independent Non-Executive Directors notwithstanding that they have served a cumulative term of more than twelve (12) years.
In line with the Malaysian Code on Corporate Governance, the Board on the recommendation of the Nominating Committee who has carried out an assessment of the Directors has recommended that 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 twelve (12) years, be retained as Independent Non-Executive 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.
Pursuant to the Malaysian Code on Corporate Governance, the Company would use two-tier voting process in seeking shareholders' approval to retain Mr. Leong Keng Yuen and Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany.
- AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016**
The proposed Resolution 9, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares of the Company
("Share Mandate") 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 AGM of the Company.
The general mandate sought for allotment and 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-Ninth (49th) AGM held on 24 November 2018 and hence no proceeds were raised therefrom. The general mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.
- PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**
The Special Resolution proposed, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act, 2016 and Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad and to enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 15 October 2019.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

The details of Directors standing for re-election 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.