

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifty-First (51st) Annual General Meeting (“AGM”) of Hexza Corporation Berhad will be held at the Impiana Ballroom, Impiana Hotel, 18, Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Saturday, 28 November 2020 at 11.00 a.m.

### AGENDA

As <b>ORDINARY BUSINESS:</b>	<b>ORDINARY RESOLUTION</b>
1. To receive the Audited Financial Statements for the financial year ended 30 June 2020, together with the Directors’ and Auditors’ Reports thereon.	<b>(Please refer to Note 2)</b>
2. To approve the payment of a final single-tier dividend of 5 sen per ordinary share and a special dividend of 2.5 sen per ordinary share in respect of the financial year ended 30 June 2020.	<b>1</b>
3. To approve the payment of Directors’ fees of RM316,460 for the financial year ended 30 June 2020.	<b>2</b>
4. To approve the payment of Director's fee to Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany, deceased amounting to RM8,750 from 1 July 2020 to 3 September 2020 (date of death) for the financial year ending 30 June 2021.	<b>3</b>
5. To approve the payment of Directors’ Benefits to Non-Executive Directors up to an amount of RM330,000 from 29 November 2020 until the next AGM of the Company.	<b>4</b>
6. To re-elect the following Directors retiring in accordance with Rule 131.1 of the Company’s Constitution and being eligible, offer themselves for re-election:	
6.1 Datuk Dr. Foong Weng Sum	<b>5</b>
6.2 Dr. Foong Weng Cheong	<b>6</b>
6.3 Mr. Ooi Ying Hong	<b>7</b>
7. To re-elect the following Directors who were appointed during the year and retire in accordance with Rule 116 of the Company’s Constitution and being eligible, offer themselves for re-election:	
7.1 Ms. Foong Leon Ie	<b>8</b>
7.2 Ms. Navit Kaur Randhawa A/P Hira Singh	<b>9</b>
8. To re-appoint Messrs 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.	<b>10</b>
As <b>SPECIAL BUSINESS</b> , to consider and, if thought fit, pass the following resolutions:	
9. <b>Retention of Independent Non-Executive Director until the conclusion of the next AGM in accordance with the Malaysian Code of Corporate Governance (“MCCG”)</b>	<b>11</b>

That subject to his re-election as a Director of the Company under Ordinary Resolution 7, approval be and is hereby given to Mr. Ooi Ying Hong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company.

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### 10. Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act, 2016

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“THAT pursuant to Section 76 of the Companies Act, 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance AND THAT the Directors of the Company be and are also 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 commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

### 11. 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 ordinary share and a special dividend of 2.5 sen per ordinary share in respect of the financial year ended 30 June 2020, if approved by the shareholders, will be paid on 18 December 2020 to depositors who are registered in the Record of Depositors and Register of Members at the close of business on 3 December 2020.

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

- (a) Shares transferred into the Depositor’s Securities Account before 4.30 p.m. on 3 December 2020 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 EOI LENG**  
(SSM PC No. 202008003055)  
(MAICSA 7030866)

Chartered Secretary

Ipoh, Perak Darul Ridzuan, Malaysia  
28 October 2020

## NOTICE OF ANNUAL GENERAL MEETING (continued)

### Notes:

#### 1. PROXY

Only members whose names appear on the Record of Depositors as at 18 November 2020 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 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. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.

The instrument appointing a proxy or proxies must be deposited at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof either by hand, post, courier or electronic mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) before the Form of Proxy lodgement cut-off time as mentioned above.

#### 2. TO RECEIVE AUDITED FINANCIAL STATEMENTS

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 do not require shareholders' approval. Hence, Agenda will not be put forward for voting.

#### 3. 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.

#### 4. 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 three (3) separate resolutions as follows:

Ordinary Resolution 2 : Payment of Directors' fees in respect of the financial year ended 30 June 2020.

Ordinary Resolution 3 : Payment of Director's fee to Tuan Haji Mohd Jali @ Mohd Jalil Bin Sany, deceased amounting to RM8,750 from 1 July 2020 to 3 September 2020 (date of death) for the financial year ending 30 June 2021.

Ordinary Resolution 4 : Payment of Directors' benefits for the period from 29 November 2020 until the next AGM.

The Directors' benefits payable to the Non-Executive Directors for the period from 29 November 2020 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.

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### 5. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The proposed Resolution 11, if passed, will enable the named Director to continue to hold office as Independent Non-Executive Director notwithstanding that he has served a cumulative term of more than nine (9) 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 Director has recommended that Mr. Ooi Ying Hong who has served as Director of the Company for a cumulative term of more than 9 years, be retained as Independent Non-Executive Director of the Company based on the following justifications:

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

### 6. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016

The proposed Resolution 12, 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 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 Fiftieth (50th) AGM held on 16 November 2019 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.

### ANNUAL REPORT 2020, CORPORATE GOVERNANCE REPORT 2020

The Annual Report 2020 and Corporate Governance Report 2020 may be downloaded at [www.hexza.com.my](http://www.hexza.com.my).