

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Fifth (55th) Annual General Meeting (“55th AGM and/or “AGM”) of Hexza Corporation Berhad (“Hexza” or “the Company”) will be conducted fully virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this Notice:

Date	: Saturday, 16 November 2024
Time	: 11.00 a.m.
Venue	: Online Meeting Platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657 provided by Boardroom Share Registrars Sdn. Bhd. Malaysia)
Mode of Communication	: (1) Raised questions via typed texts during live streaming at https://meeting.boardroomlimited.my (2) submit questions prior to the 55th AGM by emailing to hcb@hexza.com.my no later than 5.00 p.m. on Thursday, 14 November 2024

AGENDA

As **ORDINARY BUSINESS**:

	ORDINARY RESOLUTION
1. To receive the Audited Financial Statements for the financial year ended 30 June 2024, together with the Directors’ and Auditors’ Reports thereon.	(Please refer to Note 2)
2. To approve the payment of a final single-tier dividend of 5.0 sen per ordinary share and a special dividend of 2.5 sen per ordinary share in respect of the financial year ended 30 June 2024.	1
3. To approve the payment of Directors’ fees amounting to RM60,000 per annum for Deputy Chairman and RM55,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 30 June 2024.	2
4. To approve the payment of Directors’ Benefits to Non-Executive Directors up to an amount of RM286,000 from the 55th AGM until the next AGM of the Company.	3
5. To re-elect Mr. Ooi Ying Hong, who retires in accordance with Rule 131.1 of the Company’s Constitution and being eligible, offers himself for re-election.	4
6. To re-elect Mr. Tsen Keng Yam, who retires in accordance with Rule 131.1 of the Company’s Constitution and being eligible, offers himself for re-election.	5
7. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Directors to fix their remuneration.	6

NOTICE OF ANNUAL GENERAL MEETING

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

8. **Proposed Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

7

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“Act”), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and 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 Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, read together with Rule 7.1 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

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 AGM of the Company.”

9. 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 5.0 sen per ordinary share and a special dividend of 2.5 sen per ordinary share in respect of the financial year ended 30 June 2024, if approved by the shareholders, will be paid on 19 December 2024 to depositors who are registered in the Record of Depositors and Register of Members at the close of business on 5 December 2024.

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 5 December 2024 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 MAY YOKE
(SSM PC No. 202008002012)
(MAICSA 7019010)
Chartered Secretary

Ipoh, Perak Darul Ridzuan, Malaysia
17 October 2024

NOTICE OF ANNUAL GENERAL MEETING (continued)

Notes:

1. PROXY

Only members whose names appear on the Record of Depositors as at 7 November 2024 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 before the Form of Proxy lodgement cut-off time as mentioned above.

Alternatively, the form of proxy can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investor Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your form of proxy electronically, also forty-eight (48) hours before the meeting.

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 AND SPECIAL 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 and special 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 two (2) separate resolutions as follows:

Ordinary Resolution 2 : Payment of Directors' fees in respect of the financial year ended 30 June 2024.

Ordinary Resolution 3 : Payment of Directors' benefits from the 55th AGM until the next AGM of the Company.

Summary of the Payment of Directors' Fees and Directors' Benefits to Directors from the 55th AGM until the next AGM in year 2025:

Description – Directors' Fee	FY 2023 per annum per Director	FY 2024 per annum per Director (For approval at 55th AGM)
Deputy Chairman	RM60,000	RM60,000
Non-Executive Directors	RM55,000	RM55,000

Description – Committees Fee	54th AGM until 55th AGM	55th AGM until 56th AGM (For approval at 55th AGM)
Audit Committee -Chairman	RM10,000	RM10,000
Audit Committee – Member	RM7,000	RM7,000
Nomination and Remuneration Committee – Chairman	RM6,000	RM6,000
Nomination and Remuneration Committee – Member	RM4,000	RM4,000

NOTICE OF ANNUAL GENERAL MEETING

Description – Meeting Allowance	
Directors' Meeting	RM2,000 per meeting
Audit Committee	RM1,000 per meeting
Nomination and Remuneration Committee	RM1,000 per meeting

Notes:

1. Based on the Company's policy, the Executive Director of the Company and Senior Executives shall not be entitled to any Director's Fees or any allowances in the Company and its subsidiaries.
2. The Directors' benefits payable to the Non-Executive Directors would be calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and includes all benefits payable to the Directors, such as meeting allowances, committees' fees, subsidiaries' directors' fees, etc.

5. RE-ELECTION OF DIRECTORS

Mr. Ooi Ying Hong and Mr. Tsen Keng Yam are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this AGM.

The Board has via the Nomination and Remuneration Committee had conducted an assessment on their effectiveness and contributions of the said retiring Directors including their skills, experience, competency and strength in qualities and time commitment, has recommended for them to be re-elected to the Board. The profiles of the retiring Directors are set out in the Profile of Directors of the Annual Report 2024.

Dr. Foong Weng Cheong who retires by rotation in accordance with Rule 131.1 of the Company's Constitution did not seek re-election, after having served on the Board of HEXZA Corporation Berhad for more than 40 years since his appointment on 7 May 1982. Hence, he will retain office until the close of the 55th AGM, and retires in accordance with Rule 131.1 of the Company's Constitution.

6. RE-APPOINTMENT OF EXTERNAL AUDITOR ("EA")

The Audit Committee ("AC") had on 29 August 2024 deliberated the outcome of the annual assessment of the EA, which included an assessment of the engagement teams' qualifications, credentials and experience, their audit work approach, and their ability to provide value-added advice and services, as well as to perform the work within Hexza Group's timeline by completing an assessment questionnaire. The AC in its assessment found Messrs Crowe Malaysia PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance and resources in terms of their audit team provided to the Group.

The Board, therefore, approved the AC's recommendation that the re-appointment of Messrs Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 30 June 2025 be put forward for shareholders' approval at the AGM.

7. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed Resolution 7, 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 Fifty-Fourth (54th) AGM held on 25 November 2023 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 placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.

ANNUAL REPORT 2024 AND CORPORATE GOVERNANCE REPORT 2024

The Annual Report 2024 and Corporate Governance Report 2024 may be downloaded at www.hexza.com.my