

HEXZA CORPORATION BERHAD
Registration No.: 196901000339 (8705-K)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting (“Meeting”) of Hexza Corporation Berhad (“**HEXZA** or “**the Company**”) held at Kinta 2, Level 1, Hotel Travelodge Ipoh, Jalan Raja Dihilir, 30350 Ipoh, Perak on Saturday, 22 November 2025 at 11.48 a.m., following the conclusion of the Company’s 56th Annual General Meeting held at the same venue earlier that day.

PRESENT

- | | |
|--------------------------|---|
| Datuk Dr. Foong Weng Sum | - Executive Chairman |
| Tsen Keng Yam | - Independent Non-Executive Director, Deputy Chairman |
| Foong Leon Chiew | - Executive Director |
| Chong Yoke Seng | - Independent Non-Executive Director |
| Ding Jia Jia | - Independent Non-Executive Director |
| Foong Leon Kah | - Non-Independent Non-Executive Director |
| Foong Leon Sing | - Non-Independent Non-Executive Director |
| Ooi Ying Hong | - Non-Independent Non-Executive Director |

IN ATTENDANCE

- | | |
|--|------------------------------------|
| Chan Eoi Leng | - Company Secretary |
| Scrutineer | - Synergy Corporate Management PLT |
| Shareholders, by proxies and by representative | - As per the Attendance List |

BY INVITATION

- | | |
|--------------------|---|
| Loke Peng Sin | - Chief Financial Officer |
| Goh Yao Yen |) UOB Kay Hian (M) Sdn. Bhd. |
| Khoo Kar Jin |) (formerly known as UOB Kay Hian Securities (M) Sdn. Bhd.) |
| James Tan Jiin Jou | - Enolil Loo |

1. **WELCOME BY THE CHAIRMAN**

The Executive Chairman extended a warm welcome to everyone to the Extraordinary General Meeting (“**EGM**”) of the Company.

The Executive Chairman then handed the Meeting over to the Deputy Chairman, Mr. Tsen Keng Yam, pursuant to a request for Mr. Tsen to assist in chairing the Meeting.

The Deputy Chairman expressed his appreciation to all shareholders present at the EGM. He then introduced the members of the Board, all of whom were in attendance, as well as the Chief Financial Officer, Mr. Loke Peng Sin; the Company Secretary, Ms. Chan Eoi Leng; and the Principal Adviser, the representatives from UOB Kay Hian (M) Sdn. Bhd. [formerly known as UOB Kay Hian Securities (M) Sdn. Bhd.] (“**UOB Kay Hian**”).

2. **QUORUM**

The Deputy Chairman, having received confirmation from the Company Secretary, declared that the requisite quorum was present. Accordingly, he called the Meeting to order.

3. **NOTICE**

The Notice convening the Meeting was taken as read.

The Deputy Chairman encouraged shareholders to participate in the Meeting and submit questions.

He informed that pursuant to Chapter 8.29A(1) of Bursa Malaysia Securities Berhad Listing Requirements, all the resolutions set out in the Notice of General Meeting must be voted by poll, and Chapter 8.29A(2) required at least one (1) Scrutineer to be appointed to validate the casted votes.

The Company had appointed Synergy Corporate Management PLT as Scrutineers for the Meeting to oversee the conduct of the poll and verify the votes cast.

4. VOTING PROCEDURES ON RESOLUTIONS

The Deputy Chairman informed the shareholders that:

- The polling process for the resolutions would be conducted upon the conclusion of the deliberation of all matters scheduled for consideration at the Meeting; and
- The result of the poll voting and declaration of the resolution would be shown on the screen after verification by the Scrutineer.

5. ORDINARY RESOLUTIONS

The Deputy Chairman then took the Meeting through the following Ordinary Resolutions:

5.1 ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN (“DRP”), WHICH WILL PROVIDE THE SHAREHOLDERS OF HEXZA WITH AN OPTION TO ELECT, IN WHOLE OR IN PART, TO REINVEST THEIR CASH DIVIDEND AS MAY BE DECLARED BY HEXZA, WHETHER INTERIM, FINAL, SPECIAL OR ANY OTHER TYPES OF CASH DIVIDEND (“DIVIDEND”) IN NEW ORDINARY SHARES OF HEXZA (“DIVIDEND REINVESTMENT SHARES”) (“PROPOSED DRP”)

5.1.1 The Deputy Chairman then invited Mr. Goh Yao Yen, the representative of UOB Kay Hian, to deliver a presentation on the Proposed DRP, which encompassed the following areas:

- (i) Background of the Proposed DRP
- (ii) Details of the Proposed DRP
- (iii) Options to shareholders in respect of the Dividend Reinvestment Plan announced by the Board under the Proposed DRP
- (iv) A brief process flow chart in relation to the administration of the Proposed DRP
- (v) The salient features of the Proposed DRP
- (vi) The rationale for the establishment of the Proposed DRP
- (vii) Estimated timeframe for completion

5.1.2 The Deputy Chairman subsequently invited questions from the shareholders. UOB Kay Hian and the Executive Director, Mr. Foong Leon Chiew, addressed their inquiries accordingly.

Full details of the Q&A of the shareholders can be viewed from the Company's website at www.hexza.com.my.

5.2 ORDINARY RESOLUTION 2

ALLOTMENT AND ISSUANCE OF DIVIDEND REINVESTMENT SHARES PURSUANT TO THE PROPOSED DRP (“ISSUANCE OF DIVIDEND REINVESTMENT SHARES”)

- 5.2.1 The Deputy Chairman then invited questions from the shareholders pertaining to Ordinary Resolution 2.

Full details of the Q&A of the shareholders can be viewed from the Company's website at www.hexza.com.my.

6. POLL VOTING

The Meeting then proceeded to the e-polling voting facility provided for all the resolutions. The Deputy Chairman reminded shareholders who had not yet cast their votes that they had 10 minutes to do so before the voting session was closed.

The Deputy Chairman informed the shareholders that the EGM was adjourned for 10 minutes to enable the Scrutineer to validate the poll results and that the Meeting would resume for the declaration of the results once the validation was completed, or earlier if ready.

7. POLL RESULTS

The Deputy Chairman then called the Meeting to order and announced that the poll results were displayed on the screen as follows:

	VOTE FOR			VOTE AGAINST			TOTAL VOTE		
	NO. OF			NO. OF			NO. OF		
Ordinary Resolution	RECORDS	SHARES	%	RECORDS	SHARES	%	RECORDS	SHARES	%
Resolution 1	43	65,441,610	99.7984	5	132,200	0.2016	48	65,573,810	100.0000
Resolution 2	43	65,441,610	99.7984	5	132,200	0.2016	48	65,573,810	100.0000

Based on the results, the Deputy Chairman declared that the following Ordinary Resolutions were duly carried:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN (“DRP”), WHICH WILL PROVIDE THE SHAREHOLDERS OF HEXZA WITH AN OPTION TO ELECT, IN WHOLE OR IN PART, TO REINVEST THEIR CASH DIVIDEND AS MAY BE DECLARED BY HEXZA, WHETHER INTERIM, FINAL, SPECIAL OR ANY OTHER TYPES OF CASH DIVIDEND (“DIVIDEND”) IN NEW ORDINARY SHARES OF HEXZA (“DIVIDEND REINVESTMENT SHARES”) (“PROPOSED DRP”)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained for the Proposed DRP and to the extent permitted by law:-

- (i) the Proposed DRP which shall upon such terms and conditions as the Board of Directors of Hexza (“**Board**”), at its sole and absolute discretion, deem fit be and is hereby approved; and
- (ii) the Board be and is hereby authorised:-
 - (a) to establish and implement the Proposed DRP based on terms and conditions of the DRP statement;
 - (b) to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any Dividend declared and/or approved by the Company; and
 - (c) to allot and issue such number of Dividend Reinvestment Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP upon the terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise and complete the Proposed DRP with full power to assent to any conditions, variations, waivers, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities.”

ORDINARY RESOLUTION 2

ALLOTMENT AND ISSUANCE OF DIVIDEND REINVESTMENT SHARES PURSUANT TO THE PROPOSED DRP (“ISSUANCE OF DIVIDEND REINVESTMENT SHARES”)

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant regulatory authorities and/or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of Dividend Reinvestment Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company’s next annual general meeting, upon such terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

THAT the issue price of the Dividend Reinvestment Shares, which will be determined and fixed by the Board on the price-fixing date to be determined and announced later, shall be at an issue price of not more than 10% discount to the 5-day volume weighted average market price (“**VWAP**”) of ordinary shares of Hexza (“**Hexza Shares**” or “**Shares**”) immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

THAT the Dividend Reinvestment Shares shall, upon allotment and issuance, rank equally in all respects with the existing Hexza Shares, save and except that the holders of the Dividend Reinvestment Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment and issuance of the Dividend Reinvestment Shares;

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of Dividend Reinvestment Shares pursuant to the Proposed DRP, with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any other relevant authorities.”

8. CLOSURE OF MEETING

8.1 Redesignation from Executive Chairman to Executive Director

The Deputy Chairman shared an important update with the shareholders who were unable to attend the morning's Annual General Meeting, that the Executive Chairman, Datuk Dr. Foong Weng Sum, has announced his intention to step down as Chairman of the Board following the conclusion of this EGM.

The Meeting recorded its appreciation for Datuk Dr. Foong's 50 years of leadership, from the Company's founding to the present, and noted that he would continue to serve as an Executive Director and Advisor to the Group.

Thereafter, the Deputy Chairman passed the Chair to Datuk Dr. Foong Weng Sum to formally close the Meeting.

9. TERMINATION

There being no further business, the Meeting terminated at 12.33 p.m. with a vote of thanks to the Chair.

C O N F I R M E D

C H A I R M A N



EXTRAORDINARY GENERAL MEETING
Saturday, 22 November 2025 at 11.48 a.m.

QUESTIONS & ANSWERS (Q&A) Session

ORDINARY RESOLUTION 1 - PROPOSED DRP

Question 1	Regarding the price fixing for the Proposed Dividend Reinvestment Plan (“DRP”), how is the issue price determined and when would the pricing period begin, and what is the mechanism behind it?
Response	<p>The DRP issue price will be determined based on the five-day volume-weighted average market price (“VWAMP”) prior to the price-fixing date, less the dividend of 5 sen and then applying a discount of up to 10%. The pricing-fixing date will be set by the Board and announced to the shareholders.</p> <p>As an example, if the price-fixing date is fixed on next Monday, 24 November 2025, the 5 days VWAMP would be calculated from Monday, 17 November 2025 to Friday, 21 November 2025. The Board may then apply a discount of up to, but not more than, 10% on the VWAMP less the 5 sen dividend.</p>

<p>Question 2</p>	<p>Why was the Proposed Exemption from Interested Parties aborted? What was the reason?</p> <p>What is the definition of Person(s) Acting in Concert?</p>
<p>Response</p>	<p>When the Proposed Exemption was first introduced, the intention was to seek a Mandatory Take-Over Offer (“MGO”) exemption because the Major Shareholder’s shareholding was already above 32%, and there is a chance it may cross the 33% threshold, if the Major Shareholder and Parties Acting in Concert with the Major Shareholder elect to receive their entire dividend in Dividend Reinvestment Shares. Crossing the 33% threshold would require an MGO exemption for the Major Shareholder.</p> <p>However, the Securities Commission (“SC”)’s conditions to approve the Proposed Exemption, includes trading restrictions on all persons acting in concert with the Major Shareholder (i.e. immediate family members and siblings of the Major Shareholder), from trading in the Company’s shares during the DRP process. The Board had decided that this is too onerous to manage and as a result, the Board decided to withdraw the Proposed Exemption application.</p> <p>The definition of “persons acting in concert” under SC guidelines is broad and covers immediate family members such as spouses, children and siblings, and certain entities controlled by the major shareholder. Extended family members may also fall within the PAC definition, depending on their control and influence.</p>

ORDINARY RESOLUTION 2 -
ISSUANCE OF DIVIDEND REINVESTMENT SHARES

Question 1	Whether the DRP was renewable on a yearly basis, similar to the renewal of a share buy-back mandate at each Annual General Meeting (AGM).
Response	DRP remains valid as long as the annual renewal is approved by shareholders. For each dividend declared, the Board can decide whether or not to apply the DRP. An example was given that if an interim dividend were declared next year before the AGM, the Board may choose to apply the DRP to that interim dividend.

Question 2	Whether the DRP will lapse if not utilised in any particular year.
Response	The DRP will remain valid as long as the resolution is renewed and approved by the shareholders each year unless revoked by shareholders.

Question 3	How is the number of DRP shares calculated?
Response	The number of DRP shares will be based on the amount of dividend entitlement that shareholders elect to receive in DRP shares, divided by the DRP issue price. Shareholders may choose to receive their dividend entitlement fully in cash or in shares or a combination.