

THIS CIRCULAR TO SHAREHOLDERS OF HEXZA CORPORATION BERHAD ("HEXZA" OR THE "COMPANY") ("CIRCULAR") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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HEXZA CORPORATION BERHAD

(Registration No.: 196901000339 (8705-K))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE 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 IN NEW ORDINARY SHARES OF HEXZA ("PROPOSED DRP")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

UOBKayHian

UOB KAY HIAN (M) SDN BHD

(formerly known as UOB Kay Hian Securities (M) Sdn Bhd)

(Registration No.: 199001003423 (194990-K))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of Hexza will be held at Kinta 2, Level 1, Hotel Travelodge Ipoh, Jalan Raja Dihilir, 30350 Ipoh, Perak on Saturday, 22 November 2025 at 11.30 a.m., or immediately after the conclusion of the Company's 56th Annual General Meeting ("**AGM**"), which will be held at the same venue and on the same day, at 10.00 a.m., whichever is later. The Notice of EGM and the Proxy Form are enclosed herein.

You are requested to complete and sign the enclosed Proxy Form and deposit it 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 time and date appointed for holding the EGM or at any adjournment thereof. The completion and lodging of the Proxy Form shall not preclude you from attending and voting in person at the EGM should you subsequently wish to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

Last day, date and time for lodging the Proxy Form : Thursday, 20 November 2025 at 11.30 a.m.

Day, date and time of the EGM : Saturday, 22 November 2025 at 11.30 a.m., or immediately after the conclusion of the Company's 56th AGM which will be held at the same venue and on the same day at 10.00 a.m., whichever is later.

This Circular is dated 7 November 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“2025 Final Dividend”	:	A single tier final dividend of 5.00 sen per Hexza Share in respect of the FYE 30 June 2025, which was recommended by the Board on 29 August 2025 and is subject to Shareholders’ approval at the AGM to be held on 22 November 2025
“Act”	:	The Companies Act 2016
“AGM”	:	Annual general meeting of our Company
“Allotment Date”	:	The date of allotment of the Dividend Reinvestment Shares which falls within 8 Market Days from the Expiry Date or such other period as may be prescribed by Bursa Securities
“Board”	:	The Board of Directors of Hexza
“Books Closure Date”	:	The date as at the close of business (to be determined and announced by our Board later) on which the Shareholders’ names shall appear in the Record of Depositors of our Company to be entitled to participate in the DRP applicable to a Dividend
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“Circular”	:	This circular to the Shareholders dated 7 November 2025 in relation to the Proposed DRP
“CMSA”	:	Capital Markets and Services Act 2007
“Constitution”	:	The Constitution of Hexza
“Director(s)”	:	The director(s) of Hexza and shall have the same meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
“Dividend(s)”	:	Cash dividend(s) as may be declared by our Board, whether interim, final, special or any other types of cash dividend
“Dividend Payment Account”	:	The dividend payment account held in trust for the Shareholders to facilitate the payment of the Dividend
“Dividend Reinvestment Shares”	:	New Hexza Share(s) to be issued pursuant to the Proposed DRP
“DRF”	:	Dividend reinvestment form
“DRP”	:	Dividend reinvestment plan
“e-DRF”	:	Electronic DRF
“EGM”	:	Extraordinary general meeting
“Electable Portion”	:	The whole or part of the Dividend(s) to which our Board, at its absolute discretion, determines that the Reinvestment Option applies
“EPS”	:	Earnings per Share

DEFINITIONS (CONT'D)

“Expiry Date”	:	The last day (which will be a date to be fixed and announced by our Board and which shall be at least 14 days from the date the Notice of Election is despatched or such date as may be prescribed by Bursa Securities) by which an election to be made by the Shareholders in relation to their Electable Portion must be received by the Share Registrar or at such address as may be determined by our Company from time to time
“First DRP”	:	The listing of and quotation for up to 14,800,000 Dividend Reinvestment Shares pursuant to the application of the DRP to the 2025 Final Dividend
“FYE”	:	Financial year ended/ending, as the case may be
“Hexza” or our “Company”	:	Hexza Corporation Berhad (Registration No.: 196901000339 (8705-K))
“Hexza Group” or our “Group”	:	Collectively, Hexza and its subsidiaries
“Hexza Share(s)” or “Share(s)”	:	Ordinary share(s) in Hexza
“Indicative Issue Price”	:	Indicative issue price of RM0.79 per Dividend Reinvestment Share as detailed in Section 4 of this Circular
“Issue Price”	:	The issue price of the Dividend Reinvestment Shares to be determined and fixed by our Board on the Price-Fixing Date, and which shall be an issue price of not more than 10% discount to the 5-day VWAP of Hexza 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 Price-Fixing Date
“Interested Parties”	:	Collectively, SHSB, Datuk Dr. Foong Weng Sum and the persons acting in concert with them in accordance with subsections 216(2) and/or 216(3) of the CMSA
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities
“LPD”	:	3 November 2025, being the latest practicable date prior to the printing and despatch of this Circular
“Market Day(s)”	:	A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday
“NA”	:	Net assets
“Non-Electable Portion”	:	The remaining portion of a Dividend, to which our Board, in its absolute discretion, determines that the Reinvestment Option does not apply
“Notice of Election”	:	The notice of election (in such form as our Board may approve) in relation to the Reinvestment Option by which the Shareholders confirm their exercise of the Reinvestment Option
“Overseas Shareholder(s)”	:	Shareholder(s) whose registered address(es) recorded in our Company’s Record of Depositors is/are outside of Malaysia

DEFINITIONS (CONT'D)

“Price-Fixing Date”	:	The date on which our Board determines and announces the Issue Price, upon procuring all relevant approvals, either on the same day as or before the announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies
“Proposed DRP”	:	Proposed establishment of a DRP which will provide the Shareholders with an option to elect, in whole or in part, to reinvest the Electable Portion of their Dividend in Dividend Reinvestment Shares
“Proposed Exemption”	:	Proposed exemption for the Interested Parties from the obligation to undertake a mandatory take-over offer for the remaining Hexza Shares not already held by them arising from the completion of the First DRP under subparagraph 4.08(1)(c) of the Rules on Take-Overs
“Record of Depositors”	:	A record of depositors established by Bursa Depository under the Rules of Bursa Depository
“Reinvestment Option”	:	The option given to the Shareholders pursuant to the Proposed DRP, to reinvest in whole or in part of the Electable Portion in Dividend Reinvestment Shares as our Board may, at its absolute discretion, make available
“Rules on Take-overs”	:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia
“Shareholder(s)”	:	Shareholder(s) of Hexza
“Share Registrar”	:	Boardroom Share Registrars Sdn Bhd (Registration No.: 199601006647 (378993-D)), being our share registrar
“SHSB”	:	Summit Holdings Sdn Bhd (Registration No.: 197401002644 (19671-W)), being the major shareholder of Hexza
“Surprise Holiday”	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“UOBKH” or the “Principal Adviser”	:	UOB Kay Hian (M) Sdn Bhd (formerly known as UOB Kay Hian Securities (M) Sdn Bhd) (Registration No.: 199001003423 (194990-K))
“VWAP”	:	Volume weighted average market price

Currency:-

“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
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All references to “we”, “us”, “our” and “ourselves” in this Circular are to Hexza or Hexza Group. All references to “you” in this Circular are to our Shareholders.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

DEFINITIONS (CONT'D)

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Company's and/or our Group's plans and objectives would be achieved.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed DRP. Shareholders are advised to read this Circular in its entirety for further details and not to rely solely on this Executive Summary in arriving at a decision on the Proposed DRP before voting on the resolutions pertaining to the Proposed DRP to be tabled at the forthcoming EGM.

Key information	Description	Reference to the Circular
Summary of the Proposed DRP	The Proposed DRP will provide the Shareholders with an opportunity to reinvest their Dividend, in whole or in part, in Dividend Reinvestment Shares, in lieu of receiving it in cash.	Section 2
Rationale for the Proposed DRP	<p>The Proposed DRP is intended to:-</p> <ul style="list-style-type: none"> (i) provide our Company with greater flexibility in managing its available financial resources as well as strengthening its capital position as any cash so retained within our Company, that would otherwise be made payable by way of Dividend, will be preserved as capital to fund the working capital requirements of our Group; (ii) provide our Shareholders with an opportunity to enhance the value of their shareholdings in our Company by investing in Dividend Reinvestment Shares that may be issued at a discount to the prevailing market prices; and (iii) potentially improve the liquidity of Hexza Shares on the Main Market of Bursa Securities through the issuance of Dividend Reinvestment Shares pursuant to the Proposed DRP resulting in an enlarged share capital base. 	Section 3
Approvals required/obtained and conditionality	<p>The Proposed DRP is subject to approvals being obtained from the following:-</p> <ul style="list-style-type: none"> (i) Bursa Securities for the listing of and quotation for the Dividend Reinvestment Shares to be issued pursuant to the First DRP on the Main Market of Bursa Securities. <p>The approval of Bursa Securities was obtained vide its letter dated 31 October 2025 and is subject to the conditions set out in Section 6 of this Circular; and</p> <ul style="list-style-type: none"> (ii) our Shareholders for the establishment of the Proposed DRP and the issuance of the Dividend Reinvestment Shares pursuant to the Proposed DRP at the forthcoming EGM. <p>The Proposed DRP is not conditional upon any other corporate proposals undertaken or to be undertaken by our Company.</p>	Section 6
Corporate exercises announced but pending completion	Save for the Proposed DRP, there are no other outstanding corporate exercises announced by us but not yet completed prior to the date of this Circular.	Section 7
Interests of Directors, major shareholders, chief executive and/or persons connected with them	None of the Directors, major Shareholders, chief executive of our Company and/or persons connected with them have any interest, whether direct or indirect, in the Proposed DRP, save for their respective entitlements to the Dividend Reinvestment Shares as Shareholders under the Proposed DRP, to which all other Shareholders are similarly entitled.	Section 8

EXECUTIVE SUMMARY (CONT'D)

Key information	Description	Reference to the Circular
Board's recommendation	<p>Our Board, having considered all aspects of the Proposed DRP, including but not limited to the basis, rationale as well as the pro forma effects of the Proposed DRP, is of the opinion that the Proposed DRP is in the best interests of our Company.</p> <p>Accordingly, our Board recommends that Shareholders vote in favour of the resolutions pertaining to the Proposed DRP to be tabled at the forthcoming EGM.</p>	Section 9

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HEXZA CORPORATION BERHAD

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

Registered office

Lot 6 & 20, Persiaran Tasek
Kawasan Perindustrian Tasek
31400 Ipoh
Perak Darul Ridzuan

7 November 2025

Board of Directors

Datuk Dr. Foong Weng Sum	<i>(Executive Chairman)</i>
Tsen Keng Yam	<i>(Deputy Chairman & Independent Non-Executive Director)</i>
Foong Leon Chiew	<i>(Executive Director)</i>
Ooi Ying Hong	<i>(Non-Independent Non-Executive Director)</i>
Foong Leon Kah	<i>(Non-Independent Non-Executive Director)</i>
Foong Leon Sing	<i>(Non-Independent Non-Executive Director)</i>
Chong Yoke Seng	<i>(Independent Non-Executive Director)</i>
Ding Jia Jia	<i>(Independent Non-Executive Director)</i>

To: The Shareholders

Dear Sir/Madam,

PROPOSED DRP

1. INTRODUCTION

On 11 September 2025, UOBKH had, on behalf of our Board, announced that our Company proposes to undertake the Proposed DRP and the Proposed Exemption. Our Board had, on even date, also appointed cfSolutions Sdn Bhd as the independent adviser to advise the non-interested Shareholders in relation to the Proposed Exemption.

Subsequently, on 8 October 2025, UOBKH had, on behalf of our Board, announced that our Company had resolved to only proceed with the Proposed DRP and intends to abort the Proposed Exemption. The decision was made after our Board's careful consideration and engagement with the Interested Parties. The Interested Parties (together with the persons acting in concert with them) will continue to observe their obligations under the Rules on Take-overs through the monitoring of the acceptance rates of other Shareholders for the Proposed DRP up until the Expiry Date with the assistance of our management and will elect to receive the 2025 Final Dividend in the form of cash and/or Dividend Reinvestment Shares on the Expiry Date in the proportion such that the obligation to undertake a mandatory take-over offer for the remaining Hexza Shares not already held by them is not triggered following the First DRP. As our Company will not proceed with the Proposed Exemption, the role of the independent adviser is no longer required.

On 31 October 2025, UOBKH had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 31 October 2025, approved the listing of and quotation of up to 14,800,000 Dividend Reinvestment Shares to be issued pursuant to the First DRP on the Main Market of Bursa Securities, subject to the conditions as set out in **Section 6** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED DRP AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSED DRP TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED DRP TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED DRP

2.1 Overview of the Proposed DRP

The Proposed DRP will provide the Shareholders with an opportunity to reinvest their Dividend, in whole or in part, in Dividend Reinvestment Shares, in lieu of receiving it in cash.

Upon announcing a Dividend, our Board may, at its absolute discretion, determine:-

- (i) whether to pay such Dividend in cash or to offer the Shareholders the Reinvestment Option; and
- (ii) if the Reinvestment Option is applied, the size of the Electable Portion.

In this respect, the Electable Portion may encompass the whole or part of the Dividend declared. In the event the Electable Portion is only applicable for part of the Dividend declared, the Non-Electable Portion will be paid in cash.

In the event the Shareholders do not exercise or do not exercise in whole the Reinvestment Option, the Electable Portion, or any balance of the Electable Portion, if applicable, and the Non-Electable Portion will be paid in cash.

A process flow chart illustrating the administration of the Proposed DRP is set out in **Appendix I** of this Circular for Shareholders' ease of reference.

Shareholders should note that our Company is not obliged to undertake the Proposed DRP for every Dividend declared. Unless our Board has determined that the Reinvestment Option will apply to a particular Dividend declared (whether in whole or in part), all future Dividend as may be declared by our Board will be paid wholly in cash to our Shareholders in the usual manner.

Our Board had, on 29 August 2025, recommended the 2025 Final Dividend, which is subject to the approval of the Shareholders at the forthcoming AGM. Our Board has determined that the Proposed DRP (subject to the approvals set out in **Section 6** of this Circular) will be applicable to the entire 2025 Final Dividend with the Issue Price of the Dividend Reinvestment Shares to be determined at a later date.

2.2 Election to reinvest the Dividend in Dividend Reinvestment Shares

The Shareholders shall have the following options in respect of a Reinvestment Option announced by our Board under the Proposed DRP:-

- Option 1:** to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in Dividend Reinvestment Shares at the Issue Price and to receive the Non-Electable Portion in cash; or

- Option 2:** to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in Dividend Reinvestment Shares at the Issue Price and to receive the balance of the Electable Portion and Non-Electable Portion in cash; or
- Option 3:** to elect not to participate in the Reinvestment Option and thereby receive the entire Dividend entitlement (both Electable Portion and Non-Electable Portion) in cash.

2.3 Sequence of events after the establishment of the Proposed DRP

The approval of Bursa Securities will be sought for the listing of and quotation for the Dividend Reinvestment Shares to be issued on the Main Market of Bursa Securities for each and every Dividend to which the Reinvestment Option is made available by our Board. After obtaining the approval of Bursa Securities:-

- (i) an announcement for the Books Closure Date shall be made by Hexza; and
- (ii) an announcement for the fixing of the Issue Price shall be made by Hexza either on the same day as or before the announcement of the Books Closure Date.

Subsequent to the Books Closure Date, a Notice of Election (together with the DRF attached thereto) will be despatched to the Shareholders. The Notice of Election will specify, amongst others, the instruction to exercise the Reinvestment Option and the Expiry Date. Instructions will be provided in the Notice of Election in respect of the action to be taken by the Shareholders should they wish to exercise the Reinvestment Option.

For the Shareholders who have registered their e-mail addresses in their central depository system account, the Notice of Election will be sent to them via e-mail in softcopy. Hardcopy of the Notice of Election will be sent via ordinary mail to the Shareholders who do not have their e-mail addresses registered in their central depository system account. The Shareholders may elect to participate to reinvest in the Dividend Reinvestment Shares by either submitting a completed and signed DRF contained in the Notice of Election or by submitting the completed e-DRF to our Share Registrar through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> such that it reaches our Share Registrar on or before the Expiry Date and in accordance with the instructions as prescribed therein.

After the Expiry Date, we shall transfer funds amounting to the total net Dividend (i.e. after the deduction of any applicable tax) from our account to the Dividend Payment Account to facilitate the payment of the Dividend. When such funds have been transferred, the Dividend in the Dividend Payment Account will be paid and dealt with in the following manner:-

- (i) in respect of the Shareholders who elect to exercise their Reinvestment Option:-
 - (a) their respective balance of the Electable Portion (where only part of the Electable Portion is reinvested in Dividend Reinvestment Shares) and Non-Electable Portion will be received in cash; and
 - (b) their Electable Portion or part of the Electable Portion which such Shareholders elect to reinvest in Dividend Reinvestment Shares will be paid to, and reinvested in, our Company for Dividend Reinvestment Shares; and
- (ii) in respect of the Shareholders who do not elect to exercise their Reinvestment Option, their entire Dividend entitlement will be received in cash.

In accordance with Paragraph 6.09 of the Listing Requirements, our Company will, on Allotment Date, allot and issue the Dividend Reinvestment Shares and despatch the notices of allotment to the Shareholders who had elected to exercise their Reinvestment Option. The Dividend Reinvestment Shares to be issued under the Proposed DRP will not be underwritten.

Concurrently on the Allotment Date, our Company will pay the Shareholders the balance of the Electable Portion and Non-Electable Portion in cash. For the avoidance of doubt, the Dividend for the Shareholders who elect not to exercise their Reinvestment Option will also be paid in cash concurrently on the Allotment Date in the usual manner.

Further, in accordance with Paragraphs 8.26(2) and 9.19(2)(a)(ii) of the Listing Requirements, a dividend (by cash, share or both) must be paid within 1 month from the Books Closure Date and in any event, not later than 3 months from the date of the declaration of the Dividend or the date on which the approval for the Dividend is obtained in a general meeting of our Company, whichever is applicable.

An announcement will also be made by our Company in respect of the day on which the Dividend Reinvestment Shares will be listed and quoted on the Main Market of Bursa Securities.

Shareholders will receive the Electable Portion in cash if they do not expressly elect in writing or by electronic means to exercise the Reinvestment Option in accordance with the instructions set out in the Notice of Election by the Expiry Date. As such, the Shareholders who wish to reject the Reinvestment Option or to receive their Dividend wholly in cash need not take any action with regards to the Notice of Election.

The percentage shareholding of a Shareholder in our Group may be diluted should he/her decide not to exercise his/her Reinvestment Option. However, the extent of the dilution will depend on the number of Dividend Reinvestment Shares issued by our Group pursuant to the exercise level of the Reinvestment Option by the other Shareholders, which cannot be ascertained at this juncture.

2.4 Pricing of the Dividend Reinvestment Shares

In compliance with Paragraph 6.45D(1) of the Listing Requirements, the Issue Price, which will be determined and fixed by our Board at a later date upon the receipt of all relevant approvals, on the Price-Fixing Date, shall be set at an issue price of not more than 10% discount to the 5-day VWAP of Hexza Shares (ex-dividend) immediately prior to the Price-Fixing Date.

For the avoidance of doubt, the 5-day VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the Issue Price. An illustration of the indicative Issue Price of the Dividend Reinvestment Shares for the Proposed DRP is set out in **Section 4** of this Circular.

The Dividend Reinvestment Shares will be issued free of any brokerage fees and other related transaction costs to the participating Shareholders, unless otherwise provided by any statute, law or regulation. However, the participating Shareholders will be required to pay RM10.00 for stamp duty as well as a handling fee (if applicable).

2.5 Ranking of the Dividend Reinvestment Shares

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.

The Dividend Reinvestment Shares are prescribed securities and will be credited directly into the respective Central Depository System accounts of Shareholders who exercise their Reinvestment Option.

2.6 Listing of and quotation for the Dividend Reinvestment Shares

An application will be made to Bursa Securities for the listing of and quotation for the Dividend Reinvestment Shares on the Main Market of Bursa Securities pursuant to each Dividend to which the Reinvestment Option is made available by our Board.

The Dividend Reinvestment Shares will be listed on the Main Market of Bursa Securities.

2.7 Eligibility to participate in the Proposed DRP

The right to participate in the Proposed DRP will be granted to all Shareholders. All Shareholders are eligible to participate in the Proposed DRP provided that such participation will not result in a breach of any restrictions applicable to such Shareholder's holding of Hexza Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts) and there are no restrictions for such participation as prescribed in our Company's constitution.

Overseas Shareholders should take note of the following:-

The Proposed DRP will only be offered for subscription in Malaysia. No action has been or will be taken to ensure that the Proposed DRP complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, the documents relating to the Proposed DRP including the Notice of Election will not be sent to the Overseas Shareholders to avoid any violation on the part of Hexza of any securities laws applicable outside Malaysia. No Overseas Shareholders shall have any claim whatsoever against our Company, its Directors, employees and/or advisers as a result of the documents relating to the Proposed DRP not being sent to the Overseas Shareholders. Overseas Shareholders who wish to participate in the Proposed DRP are strongly advised to provide the Share Registrar with a registered address or correspondence address in Malaysia no later than 3 Market Days before the relevant Books Closure Date in respect of any particular Dividend to which the Proposed DRP applies.

Overseas Shareholders shall be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by the Overseas Shareholders in the Proposed DRP will be on the basis that they may lawfully so participate without our Company, Directors, employees and advisers being in breach of the laws of any jurisdiction.

2.8 Odd lots and fractional Shares

Shareholders who exercise the Reinvestment Option may be allotted Dividend Reinvestment Shares in odd lots depending on his/her entitlement of Dividend Reinvestment Shares. Shareholders who receive odd lots of Dividend Reinvestment Shares and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 Hexza Share.

A Shareholder who does not wish to receive Dividend Reinvestment Shares in odd lots may round down the number of Dividend Reinvestment Shares elected such that he/she will receive Dividend Reinvestment Shares in multiples of, and not less than 100 Dividend Reinvestment Shares. Where a Shareholder's entitlement of Dividend Reinvestment Shares is less than 100 Shares, the Shareholder can elect to receive his/her entire Dividend entitlement in cash in the usual manner or Dividend Reinvestment Shares in odd lots.

For the avoidance of doubt, fractional Dividend Reinvestment Shares will not be allotted. Any amount of a Dividend payment that is insufficient for the issuance of 1 whole Dividend Reinvestment Share will be received in cash by the Shareholders in the usual manner together with the Non-Electable Portion (if any).

2.9 Maximum number of Dividend Reinvestment Shares

The maximum number of Dividend Reinvestment Shares to be issued pursuant to the Proposed DRP will depend on, amongst others, the following:-

- (i) the quantum of the Dividend to be announced by our Board of which the Proposed DRP can be applied;
- (ii) our Board's decision on the proportion and size of the Electable Portion;
- (iii) the extent to which the Shareholders elect to exercise their Reinvestment Option;
- (iv) the Issue Price; and
- (v) any necessary downward adjustment by our Board to the final number of Dividend Reinvestment Shares to be allotted and issued to any of the Shareholders as referred to in **Section 2.14.2** of this Circular.

As stated in **Section 2.8** of this Circular, Shareholders who elect to exercise their Reinvestment Option under the Proposed DRP, will not be allotted fractional Dividend Reinvestment Shares and as such, the amount of Electable Portion relating to such fractional entitlement of Dividend Reinvestment Shares will be paid in cash to Shareholders in the usual manner together with the Non-Electable Portion (if applicable).

2.10 Taxation

A tax voucher will be issued and despatched to all Shareholders irrespective of whether an election is made by the Shareholders to exercise the Reinvestment Option. For income tax purposes, a Shareholder is regarded as having received a cash dividend equivalent to the amount of the Dividend declared, notwithstanding that the Shareholder may elect to exercise the Reinvestment Option (in whole or in part).

Hence, the election for the Reinvestment Option does not relieve a Shareholder from any income tax obligation (if applicable) and there is no tax advantage to be gained in exercising the Reinvestment Option or otherwise.

2.11 Utilisation of funds

The Proposed DRP will potentially result in cash retention for our Company if Shareholders elect to reinvest the Electable Portion of their Dividend in Dividend Reinvestment Shares. The amount of cash reinvested into our Company arising from the Proposed DRP can only be ascertained on or after the relevant Expiry Date. Therefore, the time frame for the utilisation of such cash funds cannot be determined at this juncture. Nonetheless, the net cash funds retained from the Proposed DRP (after the deduction of any related expenses) will be utilised for the general working capital requirements of our Group to be identified at the point when such proceeds are retained.

2.12 Modification, suspension and termination of the Proposed DRP

Subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, the Proposed DRP may be modified, suspended (in whole or in part) or terminated at any time by our Board as it deems fit or expedient by giving notice in writing to all Shareholders in such manner as our Board deems fit, notwithstanding any other provision or the terms and conditions of the Proposed DRP stating the contrary and irrespective of whether an election to exercise the Reinvestment Option has been made by a Shareholder.

In the event our Board decides to suspend (in whole or in part) or terminate the Proposed DRP in relation to the Electable Portion, the Shareholders will receive the Electable Portion in cash, in the usual manner through the Dividend Payment Account.

2.13 General

Shareholders' approval for the Proposed DRP and the issuance of such number of Dividend Reinvestment Shares pursuant to any Dividend to be declared to which the Proposed DRP applies will be sought at the forthcoming EGM, and the approval for such issuance of Dividend Reinvestment Shares will be valid until the conclusion at our next AGM. Subsequent Shareholders' approvals for any future issuances of Dividend Reinvestment Shares pursuant to the Proposed DRP will be sought at our AGM on an annual basis, where applicable.

For the avoidance of doubt, the specific approval to be obtained from our Shareholders for the issuance of Dividend Reinvestment Shares arising from the Proposed DRP is separate from and in addition to the general mandate to allot and issue new Hexza Shares pursuant to Sections 75 and 76 of the Act where Shareholders' approval is sought at our AGM on an annual basis.

Amendments to our Constitution are not required under the Proposed DRP as our Constitution and the Act do not prohibit the implementation of any DRP.

2.14 Implication of the Rules on Take-overs and other shareholding limits

2.14.1 The Rules on Take-overs

Under Paragraph 4.01, Part B of the Rules on Take-overs and Sections 217 and 218 of the CMSA, a Shareholder may be under an obligation to extend a take-over offer for the remaining Hexza Shares not already owned by him/her and persons acting in concert with him/her (collectively, the "**Affected Parties**"), if by participating in the Proposed DRP for the reinvestment of the Electable Portion:-

- (i) the Affected Parties have obtained control via the acquisition or holding of, or entitlement to exercise or control the exercise of voting shares or voting rights of 33% or more of our Company or such other amount as may be prescribed in the Rules on Take-overs, however effected; or
- (ii) the Affected Parties have acquired more than 2% of the voting shares or voting rights of our Company in any 6-month period, and the Affected Parties hold more than 33% but not more than 50% of the voting shares or voting rights of our Company during the said 6-month period.

Thereafter, in the event an obligation to undertake a mandatory offer is expected to arise resulting from a Shareholder's participation in the Proposed DRP, the Affected Parties may wish to consult their professional advisers in relation to:-

- (i) any obligation to make a take-over offer under the Rules on Take-overs as a result of any subscription of Dividend Reinvestment Shares through his/her participation in the Proposed DRP; and
- (ii) whether or not to make an application to the Securities Commission Malaysia to obtain an exemption from undertaking a mandatory offer pursuant to the Rules on Take-overs prior to exercising his/her Reinvestment Option.

The statements herein do not purport to be a comprehensive or exhaustive description of all relevant provisions of, or all implications that may arise under the Rules on Take-overs or other relevant legislations or regulations.

2.14.2 Other shareholding limits

Shareholders are responsible for ensuring that their participation in the Proposed DRP will not result in a breach of any restrictions applicable to such Shareholder's holding of Hexza Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

In view of the shareholding limit referred to above, notwithstanding the proportion of Electable Portion which may be determined by our Board to be reinvested, our Board shall be entitled but not obligated to reduce or limit the number of Dividend Reinvestment Shares to be issued to any Shareholder should our Board be aware or be informed in writing of any expected breach of such shareholding limits as a result of the exercise of the Reinvestment Option by such Shareholder, in which case our Board reserves the right to pay the remaining portion of the Electable Portion in cash.

3. RATIONALE FOR THE PROPOSED DRP

The establishment of the Proposed DRP is intended to:-

- (i) provide our Company with greater flexibility in managing its available financial resources as well as strengthening its capital position as any cash so retained within our Company, that would otherwise be made payable by way of Dividend, will be preserved as capital to fund the working capital requirements of our Group;
- (ii) provide our Shareholders with an opportunity to enhance the value of their shareholdings in our Company by investing in Dividend Reinvestment Shares that may be issued at a discount to the prevailing market prices. Further, their subscription of such Dividend Reinvestment Shares will be free from any brokerage fees and other related transaction costs (unless otherwise provided by any statute, law or regulation); and
- (iii) potentially improve the liquidity of Hexza Shares on the Main Market of Bursa Securities through the issuance of Dividend Reinvestment Shares pursuant to the Proposed DRP resulting in an enlarged share capital base.

Nonetheless, our Company wishes to highlight that the Proposed DRP provides the Shareholders with the option and serves as an additional avenue for our Shareholders to increase their equity stake in our Company at a discount to the prevailing market price. It is pertinent to note that our Company does not impose any obligation on our Shareholders to reinvest their Dividend, in whole or in part, in the Dividend Reinvestment Shares.

4. EFFECTS OF THE PROPOSED DRP

The effects of the Proposed DRP are dependent on several factors, which include, amongst others, the quantum of the Dividend, our Board's decision on the proportion and size of the Electable Portion, the extent to which the Shareholders elect to reinvest the Electable Portion, the Issue Price and any necessary downward adjustment by our Board to the final number of Dividend Reinvestment Shares to be allotted and issued to any Shareholder as referred to in **Section 2.14.2** of this Circular.

For illustration purposes, throughout **Section 4** of this Circular, the number of Dividend Reinvestment Shares that our Company could potentially issue pursuant to the First DRP is based on the following parameters/assumptions:-

- (i) the 2025 Final Dividend;
- (ii) our Board determines that the Reinvestment Option applies to the entire 2025 Final Dividend; and
- (iii) Shareholders elect to participate in the First DRP based on the following scenarios:-
 - (a) Scenario 1 : Assuming all Shareholders elect to participate in the First DRP and choose to receive the 2025 Final Dividend wholly in Dividend Reinvestment Shares
 - (b) Scenario 2 : Assuming all Shareholders elect to participate in the First DRP and choose to receive 50% of the 2025 Final Dividend in Dividend Reinvestment Shares and the remaining portion in cash
 - (c) Scenario 3 : Assuming none of the Shareholders elect to participate in the First DRP and choose to receive the 2025 Final Dividend wholly in cash

No. of Hexza Shares in issue as at the LPD	A	200,380,036
2025 Final Dividend per Hexza Share (RM)	B	0.05
Dividend payout (RM)	$C = A \times B$	10,019,002
Indicative Issue Price per Dividend Reinvestment Share (RM)	D	⁽¹⁾ 0.79
Indicative number of Dividend Reinvestment Shares to be issued based on the following ⁽²⁾ :-	E	
Scenario 1	$E = C / D$	12,682,281
Scenario 2	$E = (C \times 50\%) / D$	6,341,140
Scenario 3	$E = (C \times 0\%) / D$	Nil
Enlarged issued share capital after the First DRP:-	$F = A + E$	
Scenario 1		213,062,317
Scenario 2		206,721,176
Scenario 3		200,380,036
Percentage of enlarged issued share capital (%)	E / F	
Scenario 1		5.95
Scenario 2		3.07
Scenario 3		Nil

Notes:-

- (1) Calculated based on the 5-day VWAP up to and including the LPD of RM0.926 per Share and thereafter deducting the 2025 Final Dividend of RM0.05 per Share and applying the maximum allowable discount of approximately 10%, which is computed as follows:-

	RM
5-day VWAP of Hexza Shares up to and including the LPD (Less): 2025 Final Dividend per Share	0.926 (0.050)
5-day VWAP of Hexza Shares after adjusting for the 2025 Final Dividend	0.876
Indicative Issue Price per Dividend Reinvestment Share, after applying the maximum allowable discount of approximately 10% and rounded up to 2 decimal places	0.79

- (2) The actual number of Dividend Reinvestment Shares to be issued pursuant to the First DRP would be dependent upon the actual issue price to be fixed at a later date after obtaining Bursa Securities' approval for the listing of and quotation for the Dividend Reinvestment Shares to be issued pursuant to the First DRP, as well as the approval of the Shareholders for the establishment of the Proposed DRP. Notwithstanding the above, the 2025 Final Dividend is subject to the approval of the Shareholders at the 56th AGM.

4.1 Issued share capital

The Proposed DRP will not have an immediate effect on the issued share capital of our Company until such time when new Hexza Shares are issued pursuant to the Proposed DRP. However, the issued share capital of our Company will increase progressively pursuant to any exercise of the Reinvestment Option by the Shareholders whenever the Reinvestment Option is made available by the Board. Our Company does not have any treasury shares as at the LPD.

For illustration purposes, the pro forma effects of the First DRP on the issued share capital of our Company under the three scenarios above, are set out below:-

	Scenario 1		Scenario 2		Scenario 3	
	No. of Shares	RM	No. of Shares	RM	No. of Shares	RM
Issued share capital as at the LPD	200,380,036	100,190,018	200,380,036	100,190,018	200,380,036	100,190,018
Dividend Reinvestment Shares to be issued pursuant to the First DRP	12,682,281	(1)10,019,002	6,341,140	(1)5,009,501	-	-
Enlarged issued share capital after the First DRP	213,062,317	110,209,020	206,721,176	105,199,519	200,380,036	100,190,018

Note:-

- (1) Calculated based on the Indicative Issue Price of RM0.79 per Dividend Reinvestment Share.

4.2

NA, NA per Share and gearing

The Proposed DRP will not have any immediate effect on the NA, NA per Hexza Share and gearing level of our Group until such time when the Reinvestment Option is exercised by the Shareholders. Any potential effect on the NA per Share and gearing level of our Group will depend on the number of Dividend Reinvestment Shares issued at the relevant point in time.

For illustration purposes, the pro forma effects of the First DRP on the consolidated NA, NA per Share and gearing of our Group based on the audited consolidated financial statements of our Group for the FYE 30 June 2025 and under the three scenarios, are as follows:-

	Audited as at 30 June 2025 (RM'000)	Pro forma after the First DRP		
		Scenario 1 (RM'000)	Scenario 2 (RM'000)	Scenario 3 (RM'000)
Share capital	100,190	(1)110,209	(3)105,200	(4)100,190
Retained profits	128,239	(2)117,920	(2)117,920	(2)117,920
Investment revaluation reserve	223,487	223,487	223,487	223,487
Equity attributable to owners of our Company/NA	451,916	451,616	446,607	441,597
Non-controlling interests	5,332	5,332	5,332	5,332
Total equity	457,248	456,948	451,939	446,929
No. of Shares in issue ('000)	200,380	213,062	206,721	200,380
Goodwill	2,129	2,129	2,129	2,129
NA (ex-goodwill) per Share (RM)	2.24	2.11	2.15	2.19
Total borrowings (RM'000)	2,604	2,604	2,604	2,604
Gearing ratio (times)	0.006	0.006	0.006	0.006

Notes:-

- (1) After taking into consideration the issuance of 12,682,281 Dividend Reinvestment Shares at an illustrative issue price of RM0.79 per Dividend Reinvestment Share based on Scenario 1.
- (2) After deducting estimated expenses of approximately RM0.30 million in relation to the Proposed DRP and after recognising the 2025 Final Dividend amounting to approximately RM10.02 million.
- (3) After taking into consideration the issuance of 6,341,140 Dividend Reinvestment Shares at an illustrative issue price of RM0.79 per Dividend Reinvestment Share based on Scenario 2.
- (4) Assuming none of the Shareholders elect to participate in the First DRP and choose to receive the 2025 Final Dividend wholly in cash based on Scenario 3.

4.3 Earnings and EPS

The Proposed DRP is not expected to have any material effect on the consolidated earnings of our Group for the financial year ending 30 June 2025, save for the corresponding dilution in the EPS of our Group depending on the extent to which our Shareholders elect to reinvest the Electable Portion in Dividend Reinvestment Shares under the First DRP. However, such reinvested amount will be retained to fund, amongst others, the working capital requirements of our Group and is expected to contribute positively to the future earnings of our Group.

4.4 Convertible securities

Our Company does not have any convertible securities as at the LPD.

4.5 Substantial shareholders' shareholdings

The Proposed DRP is not expected to have any immediate effect on our substantial shareholders' shareholdings until such time as and when the Reinvestment Option pursuant to the Proposed DRP is exercised. The percentage equity interest of our substantial shareholders will not be affected if all Shareholders fully exercise their respective Electable Portion. However, where our substantial shareholders elect to reinvest their entire Electable Portion in full and some or all of the other Shareholders do not elect to reinvest their Electable Portion or elect to reinvest only part of their Electable Portion, the percentage of our substantial shareholders' shareholdings will increase, and vice versa.

For avoidance of doubt, our substantial shareholders (together with the persons acting in concert with them) will continue to observe their obligations under the Rules on Take-overs through the monitoring of the acceptance rates of other Shareholders for the Proposed DRP up until the Expiry Date with the assistance of our management and will elect to receive the 2025 Final Dividend in the form of cash and / or Dividend Reinvestment Shares on the Expiry Date in the proportion such that the obligation to undertake a mandatory take-over offer for the remaining Hexza Shares not already held by them is not triggered following the First DRP.

For illustration purposes, the pro forma effects of the First DRP on the shareholdings of our substantial shareholders under the three scenarios, are as follows:-

Scenario 1

	As at the LPD				Pro forma after the First DRP			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(4)%	No. of Shares	(4)%
SHSB	60,581,657	30.23	-	-	64,415,939	30.23	-	-
Datuk Dr. Foong Weng Sum	1,083,228	0.54	(2)62,608,157	31.24	1,151,786	0.54	(2)66,570,698	31.24
Dr. Foong Weng Cheong	1,562,500	0.78	(3)62,231,657	31.06	1,661,392	0.78	(3)66,170,369	31.06

Notes:-

- (1) Based on the existing issued share capital comprising 200,380,036 Shares as at the LPD.
- (2) Deemed interested by virtue of his shareholdings in SHSB, Sumivest Holdings Sdn Bhd and Summit Nominees Sdn Bhd pursuant to Section 8 of the Act.
- (3) Deemed interested by virtue of his shareholdings in SHSB and Sumivest Holdings Sdn Bhd pursuant to Section 8 of the Act.
- (4) Based on the enlarged issued share capital comprising 213,062,317 Shares after the First DRP.

Scenario 2

	As at the LPD				Pro forma after the First DRP			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(4)%	No. of Shares	(4)%
SHSB	60,581,657	30.23	-	-	62,498,797	30.23	-	-
Datuk Dr. Foong Weng Sum	1,083,228	0.54	(2)62,608,157	31.24	1,117,507	0.54	(2)64,589,427	31.24
Dr. Foong Weng Cheong	1,562,500	0.78	(3)62,231,657	31.06	1,611,946	0.78	(3)64,201,013	31.06

Notes:-

- (1) Based on the existing issued share capital comprising 200,380,036 Shares as at the LPD.
- (2) Deemed interested by virtue of his shareholdings in SHSB, Sumivest Holdings Sdn Bhd and Summit Nominees Sdn Bhd pursuant to Section 8 of the Act.
- (3) Deemed interested by virtue of his shareholdings in SHSB and Sumivest Holdings Sdn Bhd pursuant to Section 8 of the Act.
- (4) Based on the enlarged issued share capital comprising 206,721,176 Shares after the First DRP.

Scenario 3

As none of the Shareholders elect to participate in the First DRP and thereby receive the entire Dividend entitlement (both Electable Portion and Non-Electable Portion) wholly in cash under this scenario, there will be no issuance of Dividend Reinvestment Shares pursuant to the First DRP. Hence, there will be no effect on the number of Hexza shares held by our substantial shareholders and also the percentage of our substantial shareholders' shareholdings.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of Hexza Shares as traded on Bursa Securities for the past 12 months preceding the date of this Circular from November 2024 to October 2025 are as follows:-

	High (RM)	Low (RM)
<u>2024</u>		
November	1.160	1.090
December	1.130	0.930
<u>2025</u>		
January	1.000	0.930
February	0.980	0.890
March	0.905	0.835
April	0.895	0.790
May	0.915	0.835
June	0.910	0.835
July	0.980	0.870
August	0.950	0.905
September	0.960	0.880
October	0.970	0.905
Last transacted market price of Hexza Shares as at 10 September 2025, being the last trading date prior to the announcement of the Proposed DRP (RM)		0.905
Last transacted market price of Hexza Shares as at the LPD (RM)		0.920

(Source: Bloomberg)

6. APPROVALS REQUIRED / OBTAINED AND CONDITIONALITY

- (i) The Proposed DRP is subject to approvals being obtained from the following:-
 - (a) Bursa Securities for the listing of and quotation for the Dividend Reinvestment Shares to be issued pursuant to the First DRP on the Main Market of Bursa Securities.

The approval of Bursa Securities was obtained vide its letter dated 31 October 2025 and is subject to the following conditions:-

Conditions	Status of compliance
(1) Hexza and UOBKH must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed DRP;	To be complied
(2) Hexza and UOBKH are required to inform Bursa Securities upon completion of the Proposed DRP;	To be complied
(3) Hexza and UOBKH are required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed DRP is completed; and	To be complied
(4) Payment of additional listing fee, if any, based on the final issue price together with a copy of the details of the computation of the amount of listing fees payable.	To be complied

- (b) the Shareholders for the establishment of the Proposed DRP and the issuance of the Dividend Reinvestment Shares pursuant to the Proposed DRP at the forthcoming EGM.
- (ii) In respect of any future Dividend to which the Reinvestment Option is applied, the issuance of Dividend Reinvestment Shares pursuant to the exercise of the Reinvestment Option by the Shareholders shall be subject to the approvals being obtained from the following:-
 - (a) Bursa Securities for the listing of and quotation for the Dividend Reinvestment Shares to be issued pursuant to the Proposed DRP on the Main Market of Bursa Securities; and
 - (b) the Shareholders' approval on an annual basis at our Company's AGM, where applicable. This is in addition to any general mandate pursuant to Sections 75 and 76 of the Act, where the Shares to be issued shall not exceed 10% of the total number of issued Shares of our Company.

The Proposed DRP is not conditional upon any other corporate proposals undertaken or to be undertaken by our Company.

7. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed DRP, there are no other outstanding corporate exercises announced by us but not yet completed prior to the date of this Circular.

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major Shareholders, chief executive of our Company and/or persons connected with them have any interest, whether direct or indirect, in the Proposed DRP, save for their respective entitlements to the Dividend Reinvestment Shares as Shareholders under the Proposed DRP, to which all other Shareholders are similarly entitled.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having considered all aspects of the Proposed DRP, including but not limited to the basis, rationale as well as the pro forma effects of the Proposed DRP, is of the opinion that the Proposed DRP is in the best interests of our Company.

Accordingly, our Board recommends that Shareholders vote in favour of the resolutions pertaining to the Proposed DRP to be tabled at the forthcoming EGM.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposed DRP is expected to be implemented by the quarter ended 31 December 2025. The First DRP is expected to be completed by the quarter ended 31 March 2026, subject to the Proposed DRP being established and the approval of Shareholders on the declaration of the 2025 Final Dividend being obtained at the forthcoming 56th AGM.

The tentative timetable for the implementation of the Proposed DRP is set out below:-

Timeline	Events
22 November 2025	<ul style="list-style-type: none"> Convening of EGM to obtain approval of our Shareholders for the Proposed DRP
December 2025	<ul style="list-style-type: none"> Announcement on the Books Closure Date
January 2026	<ul style="list-style-type: none"> Despatch of Notice of Election to Shareholders Issuance and allotment of Dividend Reinvestment Shares and payment of cash dividends to Shareholders Listing of and quotation for the Dividend Reinvestment Shares on the Main Market of Bursa Securities

11. EGM

The EGM, the notice of which is enclosed with this Circular, will be held at Kinta 2, Level 1, Hotel Travelodge Ipoh, Jalan Raja Dihilir, 30350 Ipoh, Perak on Saturday, 22 November 2025 at 11.30 a.m., or immediately after the conclusion of our Company's 56th AGM, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without any modifications to the resolutions to give effect to the Proposed DRP.

If you are unable to attend, speak and vote in person at the forthcoming EGM, please complete, sign and return the enclosed Proxy Form in accordance with the instructions contained therein, which Proxy Form shall be deposited at our Share Registrar's office at 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 time and date stipulated for the holding of the EGM or any adjournment thereof. The Proxy Form should be completed strictly in accordance with the instructions contained therein. The lodging of the Proxy Form will not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

12. FURTHER INFORMATION

You are advised to refer to the appendices set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
HEXZA CORPORATION BERHAD

FOONG LEON CHIEW
Executive Director

DIVIDEND REINVESTMENT PLAN STATEMENT


HEXZA CORPORATION BERHAD

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

DIVIDEND REINVESTMENT PLAN STATEMENT

(Abbreviations and definitions, unless where the context requires otherwise, shall be as set out in Section 2 under “Definitions” governing this Dividend Reinvestment Plan Statement).

This Dividend Reinvestment Plan Statement contains the Terms and Conditions, as may be amended from time to time, of the Dividend Reinvestment Plan of Hexza, under which persons appearing in the Record of Depositors of Hexza as Shareholders on the Books Closure Date may, in relation to any Dividend, be given a Reinvestment Option as the Board may, at its absolute discretion, make available.

Irrespective of whether an election is made by Shareholders to exercise their Reinvestment Option, a tax voucher will be issued and despatched to all Shareholders. For income tax purposes, a Shareholder shall be regarded as having received a cash dividend distribution equivalent to the amount of the Dividend declared, notwithstanding that the Shareholders may elect to exercise the Reinvestment Option (in whole or in part). Hence, the election to exercise the Reinvestment Option does not relieve a Shareholder from any income tax obligation (if applicable) and there is no tax advantage to be gained in exercising the Reinvestment Option or otherwise.

SUMMARY OF THE DIVIDEND REINVESTMENT PLAN

The Dividend Reinvestment Plan provides Shareholders with an option to elect to reinvest their Dividend in Dividend Reinvestment Shares, instead of receiving cash.

Whenever a Dividend is announced, the Board may, at its absolute discretion, determine whether to pay such Dividend in cash or to offer the Shareholders the Reinvestment Option and where applicable, the size of the Electable Portion. Shareholders should note that Hexza is not obliged to undertake the Dividend Reinvestment Plan for every Dividend declared.

In this respect, the Electable Portion may encompass the whole or part of the Dividend. In the event the Electable Portion is not applicable for the whole Dividend, the Non-Electable Portion will be paid in cash.

Unless the Board has determined that the Reinvestment Option will apply to a particular Dividend (whether in whole or in part), all future Dividend as may be declared by Hexza will be paid wholly in cash to the Shareholders in the usual manner through the Dividend Payment Account.

Hexza will issue and allot the Dividend Reinvestment Shares to Shareholders who elect to exercise the Reinvestment Option under the Dividend Reinvestment Plan. The Issue Price which will be determined and fixed by the Board on the Price-Fixing Date shall be at an issue price of not more than 10% discount to the 5-day VWAP of Hexza Shares immediately preceding the Price-Fixing Date. The 5-day VWAP of Hexza Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the Issue Price.

Approval from Bursa Securities will be sought for the listing of and quotation for the Dividend Reinvestment Shares on the Main Market of Bursa Securities pursuant to each and every Dividend to which the Dividend Reinvestment Plan applies. An announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies will be made after receipt of the approval from Bursa Securities, Shareholders and other relevant authorities, where applicable. The Issue Price shall be announced either on the same day as or before the announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies, or such other periods as prescribed by the Listing Requirements.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Subsequent to the Books Closure Date, a Notice of Election will be despatched to Shareholders. Instructions will be provided in the Notice of Election in respect of the action to be taken by the Shareholders should they wish to exercise their Reinvestment Option. The Notice of Election will also specify, amongst others, the Expiry Date.

The Dividend Reinvestment Plan will allow Shareholders to have the following options in respect of the Reinvestment Option:-

- Option 1:** to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in Dividend Reinvestment Shares at the Issue Price and to receive the Non-Selectable Portion in cash; or
- Option 2:** to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in Dividend Reinvestment Shares at the Issue Price and to receive the balance of the Electable Portion and Non-Selectable Portion in cash; or
- Option 3:** to elect not to participate in the Reinvestment Option and thereby receive the entire Dividend entitlement (both Electable Portion and Non-Selectable Portion) in cash.

There are no brokerage fees and other related transaction costs payable by the Participating Shareholders on the Dividend Reinvestment Shares allotted, unless otherwise provided by any statute, law or regulation. However, the Participating Shareholders are required to pay RM10.00 for stamp duty and/or handling fees (if applicable) for each DRF or e-DRF submitted.

Hexza will, within 8 Market Days from the Expiry Date or such other period as may be prescribed by Bursa Securities, allot and issue the Dividend Reinvestment Shares and despatch the notices of allotment to the Shareholders who had elected to exercise the Reinvestment Option. The Dividend Reinvestment Shares to be issued pursuant the Dividend Reinvestment Plan will not be underwritten.

Concurrently, on the Allotment Date (which will be on a date falling within 1 month from the Books Closure Date and in any event, within 3 months from the date of declaration of the Dividend or the date of which the approval for the Dividend is obtained in a general meeting of Hexza, whichever is applicable), the Non-Selectable Portion and the balance of the Electable Portion not reinvested will be paid in cash to the respective Shareholders in the usual manner through a Dividend Payment Account, where applicable.

Hexza is required to release an announcement on the Market Day on which the Dividend Reinvestment Shares will be listed and quoted on the Main Market of Bursa Securities.

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.

All Shareholders are eligible to participate in the Dividend Reinvestment Plan subject to the restrictions described in the Terms and Conditions.

HOW TO PARTICIPATE

Participation in the Dividend Reinvestment Plan is optional and not transferable. A Shareholder wishing to receive his/her Dividend wholly in cash do not have to take any action. A Shareholder wishing to exercise his/her Reinvestment Option in respect of any Electable Portion to which a Notice of Election received by him/her relates:-

- (i) must complete the DRF and submit it to the Share Registrar's office or such address as may be determined by the Company from time to time; or

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (ii) complete and submit the e-DRF via BSIP at <https://investor.boardroomlimited.com>, such that it reaches the Share Registrar on or before the Expiry Date and in accordance with the instructions as prescribed therein.

A Shareholder who receives more than 1 Notice of Election and wishes to reinvest in Dividend Reinvestment Shares in respect of all of his/her entitlement to the Electable Portion arising from his/her entire holding of Hexza Shares:-

- (i) must complete all the DRFs received by him/her and return the completed DRFs to the Share Registrar's office or such address as may be determined by the Company from time to time; or
- (ii) complete and submit all the e-DRFs via BSIP at <https://investor.boardroomlimited.com>, such that it reaches the Share Registrar on or before the Expiry Date and in accordance with the instructions as prescribed therein.

Shareholders should note that they are at liberty to decide which particular Notice of Election they wish to elect for their reinvestment in Dividend Reinvestment Shares. Where any particular Notice of Election is not elected upon or not received by the Share Registrar, the Dividend relating thereto will be paid in cash by the Company to the Shareholders in the usual manner through the Dividend Payment Account.

For any Electable Portion to be effective to which a Notice of Election relates, such duly completed and signed DRF contained in the Notice of Election (together with the Stamp Certificate issued via Stamp Assessment and Payment System ("**STAMPS**") as proof of payment of stamp duty) must be received by the Share Registrar or at such address as may be determined by the Company from time to time, or by electronic means through BSIP in accordance with the instructions as prescribed therein on or before the Expiry Date (which shall be at least 14 days from the date the Notice of Election is despatched) stated in the Notice of Election in respect of that particular Reinvestment Option.

A stamp duty of RM10.00 will be levied on each DRF submitted by the Participating Shareholders. In addition, Participating Shareholders submitting the e-DRF via BSIP will be charged a handling fee of RM5.00 for Individual Registered Shareholder/Corporation/Institutional Registered Shareholder/Nominees Registered Holder by the Share Registrar for each e-DRF submitted.

All Shareholders are eligible to participate in the Dividend Reinvestment Plan, provided that:-

- (i) such participation will not result in a breach of any restrictions on their holding of Hexza Shares which may be imposed by any of their contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts); and
- (ii) there are no restrictions for such participation as prescribed in the Company's Constitution.

Shareholders should note that the Notice of Election will not be sent to the Overseas Shareholders to avoid any violation on the part of Hexza of any securities laws applicable outside Malaysia.

Overseas Shareholders who wish to participate in the Dividend Reinvestment Plan are advised to provide the Share Registrar with a registered address or a correspondence address in Malaysia not less than 3 Market Days before the relevant Books Closure Date in respect of any particular Dividend to which the Reinvestment Option is made available by the Board.

Alternatively, such Overseas Shareholders may collect their Notice of Election and other documents relating to the Dividend Reinvestment Plan from the Share Registrar's office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Shareholders should note that under the Dividend Reinvestment Plan:-

- (i) in exercising the Reinvestment Option, they are at their liberty to reinvest the entire Electable Portion or a part thereof to which a Notice of Election relates; and
- (ii) their rights to exercise the Reinvestment Option are non-transferable.

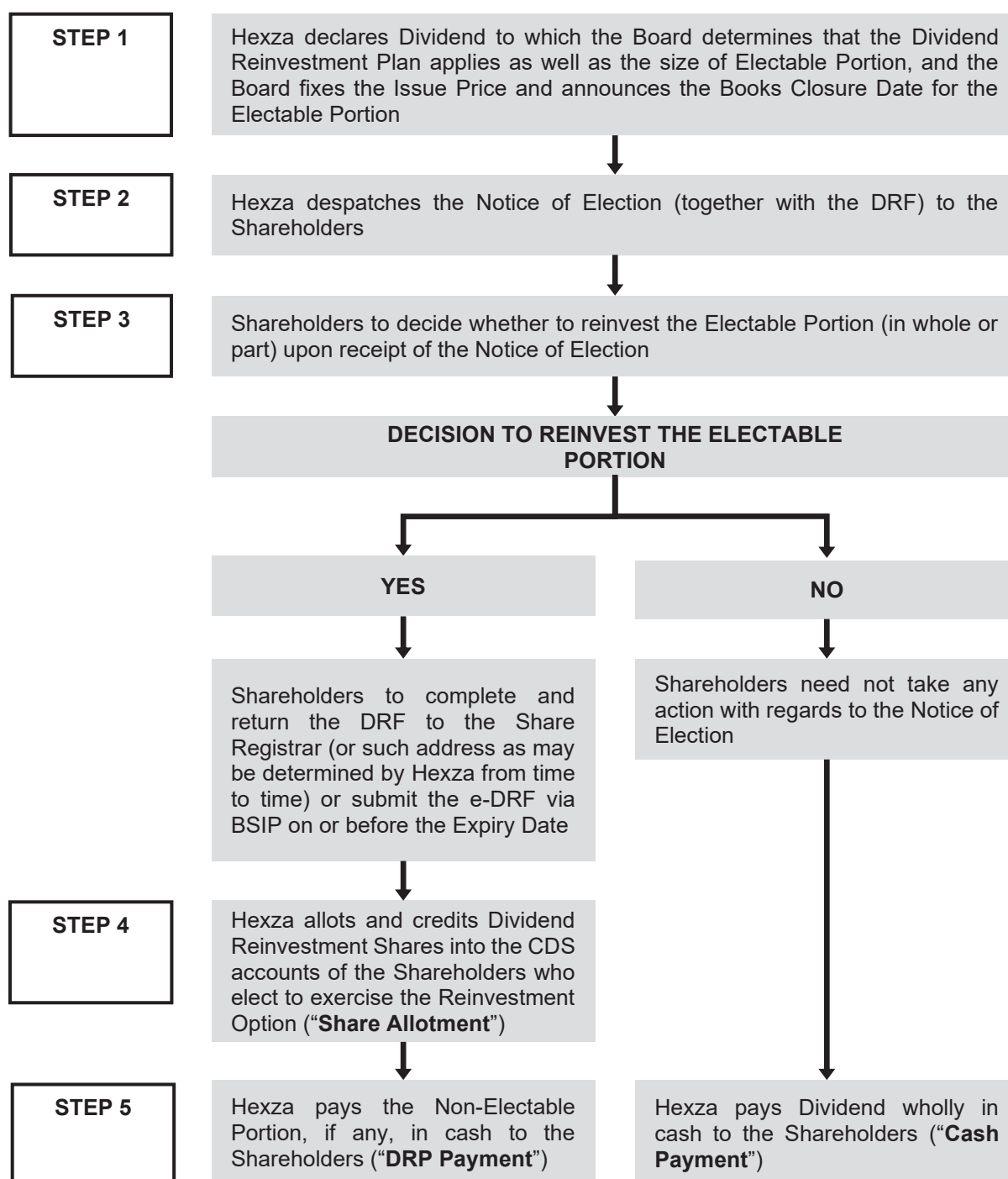
Shareholders will receive the Electable Portion in cash if they do not expressly elect in writing or by electronic means to exercise the Reinvestment Option in accordance with the instructions set out in the Notice of Election by the Expiry Date. As such, Shareholders who wish to reject the Reinvestment Option or to receive their Dividend wholly in cash need not take any action with regards to the Notice of Election.

The percentage shareholding of a Shareholder in Hexza may be diluted should he/she decide not to exercise his/her Reinvestment Option. However, the extent of the dilution, if any, will depend on the number of Dividend Reinvestment Shares issued by the Company pursuant to the exercise level of the Reinvestment Option by the other Shareholders.

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DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

A brief process flow chart in relation to the administration of the Dividend Reinvestment Plan is illustrated below:-



In respect of Step 4 and Step 5, Shareholders should take note that the Cash Payment, Share Allotment and DRP Payment will occur on the same day, which will be on a date falling within 1 month from the Books Closure Date and in any event, within 3 months from the date of declaration of the Dividend or the date on which the approval for the Dividend is obtained in a general meeting of Hexza, whichever is applicable.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

TERMS AND CONDITIONS OF THE DIVIDEND REINVESTMENT PLAN**1. ESTABLISHMENT**

The Dividend Reinvestment Plan has been established by the Board and the administration of the Dividend Reinvestment Plan, including the Reinvestment Option and the Electable Portion shall be determined by the Board at its absolute discretion.

2. DEFINITIONS

In these Terms and Conditions, the following definitions shall apply:-

“Allotment Date”	: Date of the issuance of Dividend Reinvestment Shares which falls within 8 Market Days from the Expiry Date or such other period as may be prescribed by Bursa Securities
“Board”	: The Board of Directors of Hexza
“Books Closure Date”	: The date as at the close of business (to be determined and announced later by the Board) on which Shareholders’ names shall appear in the Record of Depositors of the Company to be entitled to participate in the Dividend Reinvestment Plan applicable to a Dividend
“BSIP”	: Boardroom Smart Investor Portal website at https://investor.boardroomlimited.com
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“CDS”	: Central Depository System
“CMSA”	: Capital Markets and Services Act 2007
“Dividend(s)”	: Cash dividend(s) as may be declared by the Company, which includes any interim, final, special or other types of cash dividend
“Dividend Payment Account”	: The non-interest bearing account opened by Hexza to facilitate the payment of Dividends
“Dividend Reinvestment Plan”	: The dividend reinvestment plan that provides Shareholders with the Reinvestment Option in accordance with the Terms and Conditions
“Dividend Reinvestment Shares”	: New Hexza Share(s) to be issued pursuant to the Dividend Reinvestment Plan
“DRF”	: Dividend reinvestment form issued in connection with the Dividend Reinvestment Plan and contained in the Notice of Election
“e-DRF”	: The electronic DRF available on BSIP

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

“Electable Portion”	: The whole or part of the Dividend(s) to which the Board, at its absolute discretion, determines that the Reinvestment Option applies
“Expiry Date”	: The last day (which will be a date to be fixed and announced by the Board and which shall be at least 14 days from the date the Notice of Election is despatched or such date as may be prescribed by Bursa Securities) by which an election to be made by the Shareholders in relation to their Electable Portion must be received by the Share Registrar or at such address as may be determined by the Company from time to time
“Hexza” or the “Company”	: Hexza Corporation Berhad (Registration No.: 196901000339 (8705-K))
“Hexza Share(s)” or “Share(s)”	: Ordinary share(s) in Hexza
“Issue Price”	: The issue price of the Dividend Reinvestment Shares to be determined and fixed by the Board on the Price-Fixing Date, and which shall be an issue price of not more than 10% discount to the 5-day VWAP of Hexza 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
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“Market Day(s)”	: Any day(s) between Monday to Friday (inclusive), excluding public holidays, and a day of which Bursa Securities is open for trading of securities
“Non-Electable Portion”	: The remaining portion of a Dividend, to which the Board, in its absolute discretion, determines that the Reinvestment Option does not apply
“Notice(s) of Election”	: The notice(s) of election (in such form as the Board may approve) in relation to the Reinvestment Option by which the Shareholders confirm their exercise of the Reinvestment Option
“Overseas Shareholder(s)”	: Shareholder(s) whose registered address(es) recorded in the Company’s Record of Depositors is/are outside of Malaysia
“Participating Shareholder(s)”	: Shareholder(s) who elect to exercise the Reinvestment Option pursuant to the Dividend Reinvestment Plan up to the extent of the Electable Portion in respect of his/her holding of Hexza Shares as at each Books Closure Date to which each Notice of Election received by him/her relates
“Price-Fixing Date”	: The date on which the Board determines and announces the Issue Price, upon procuring all the relevant approvals, either on the same day as or before the announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies
“Record of Depositors”	: A record of depositors established by Bursa Depository under the Rules of Bursa Depository

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

“Registered Participating Shareholder(s)”	:	Shareholder(s) who has successfully registered with BSIP as a user and elected to participate in the Dividend Reinvestment Plan to the extent of the Electable Portion in respect of their shareholdings in Hexza Shares as at the Books Closure Date
“Registered Shareholder(s)”	:	Shareholder(s) who has registered with BSIP as a user
“Reinvestment Option”	:	The option given to the Shareholders pursuant to the Dividend Reinvestment Plan, to reinvest in whole or in part of the Electable Portion in Dividend Reinvestment Shares as the Board may, at its absolute discretion, make available
“RM”	:	Ringgit Malaysia being the lawful currency of Malaysia
“Rules on Take-overs”	:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia and any amendments from time to time
“Shareholder(s)”	:	Shareholder(s) of Hexza
“Share Registrar” or “Boardroom”	:	The share registrar of Hexza, namely Boardroom Share Registrars Sdn Bhd (Registration No.: 199601006647 (378993-D)) or such other share registrar appointed by Hexza to maintain the share register, as the case may be
“Terms and Conditions”	:	The terms and conditions of the Dividend Reinvestment Plan as may be amended, modified and supplemented from time to time
“VWAP”	:	Volume weighted average market price

In this Dividend Reinvestment Plan Statement, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any references in this Dividend Reinvestment Plan Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any references to a time of day in the Dividend Reinvestment Plan Statement shall be a reference to Malaysian time, unless otherwise stated.

3. ELIGIBILITY

All Shareholders are eligible to participate in the Dividend Reinvestment Plan, provided that:-

- (i) such participation will not result in a breach of any restrictions on their holding of Hexza Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts); and
- (ii) there are no restrictions for such participation as prescribed in the Company's Constitution.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

4. OVERSEAS SHAREHOLDERS

To avoid any violation on the part of Hexza of any securities laws applicable outside Malaysia, the Dividend Reinvestment Plan will only be offered for subscription in Malaysia. No action has been or will be taken to ensure that the Dividend Reinvestment Plan complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, documents relating to the Dividend Reinvestment Plan, including the Notice of Election, will not be sent to Overseas Shareholders. No Overseas Shareholders shall have any claim whatsoever against the Company, its directors, employees and advisers as a result of the documents relating to the Dividend Reinvestment Plan not being sent to such Overseas Shareholders.

Overseas Shareholders who receive or come to have in their possession a Notice of Election and/or any other documents relating to the Dividend Reinvestment Plan may not treat the same as being applicable to them (except where the Notice of Election and/or documents relating to the Dividend Reinvestment Plan have been collected from the Share Registrar in the manner specified below). In any event, Overseas Shareholders are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Dividend Reinvestment Plan as may be applicable to them.

Overseas Shareholders who wish to participate in the Dividend Reinvestment Plan are advised to provide the Share Registrar with a registered address or a correspondence address in Malaysia not less than 3 Market Days before the relevant Books Closure Date in respect of any particular Dividend to which the Reinvestment Option is made available by the Board.

Alternatively, such Overseas Shareholders may collect their Notice of Election and other documents relating to the Dividend Reinvestment Plan from the Share Registrar's office at 11th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

Overseas Shareholders shall be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by the Overseas Shareholders in the Dividend Reinvestment Plan will be on the basis of a warranty by them that they are allowed to lawfully participate in the Dividend Reinvestment Plan without the Company, the directors and employees of the Company, any of its advisers and/or the directors and employees of the advisers being in breach of the laws of any jurisdiction.

Neither the Company, any of its subsidiaries, joint venture or joint operations, their respective directors, officers, employees, advisers, agents, affiliates and representatives and the employees of the advisers, agents, affiliates and representatives nor any other advisers shall accept any responsibility or liability in the event of any participation in the Dividend Reinvestment Plan by an Overseas Shareholder is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions.

5. MODE OF ELECTION TO PARTICIPATE**5.1 Submission of the DRF manually**

Subsequent to the Books Closure Date, the Company will, at its absolute discretion, send to each Shareholder 1 or more Notice(s) of Election in relation to each CDS account held by the Shareholder. The Notice of Election will state the instructions in respect of the action to be taken by the Shareholders should they wish to exercise their respective Reinvestment Option. The Notice of Election will also specify, amongst others, the Expiry Date. For the avoidance of doubt, the Expiry Date shall be at least 14 days from the date the Notice of Election is despatched.

For any Electable Portion to be effective, a Notice of Election must be duly completed and executed by the Shareholder as to the confirmation of his/her election to reinvest the Electable Portion and must be received by the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Shareholders who receive more than 1 Notice of Election and wish to reinvest in Dividend Reinvestment Shares in respect of all or part of his/her entitlement to the Electable Portion arising from his/her entire holding of Hexza Shares must complete all Notices of Election received by him/her and return the completed Notices of Election to the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date. Shareholders who receive more than 1 Notice of Election may elect to reinvest in Dividend Reinvestment Shares in respect of his/her entitlement to which 1 or more Notices of Election relates and may decline to reinvest in Dividend Reinvestment Shares in respect of his/her entitlement to which another or any other Notice of Election relates. Shareholders should note that they are at liberty to decide which particular Notice of Election they wish to elect for the reinvestment in Dividend Reinvestment Shares.

Where any particular Notice of Election is not elected upon, the Dividend relating thereto will be paid in cash by the Company in the usual manner through a Dividend Payment Account.

Notwithstanding the date of receipt of the completed Notice of Election by the Share Registrar or at such address as may be announced by the Company from time to time, in accordance with Paragraph 6.09 of the Listing Requirements, the Allotment Date will take place within 8 Market Days from the Expiry Date or such other period as may be prescribed by Bursa Securities, provided that the completed Notice of Election has been received by the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date. A Notice of Election to participate in the Dividend Reinvestment Plan in any other form will not be accepted by the Company.

A Notice of Election in respect of any Electable Portion is irrevocable and shall not be withdrawn or cancelled by the Shareholders (who exercise the Reinvestment Option). The Company has the discretion and right to accept or reject any Notice of Election that is incomplete, contains errors or is otherwise defective. The Company is under no obligation to correct any invalid Notice of Election on behalf of any Shareholder or to provide any reason for rejecting any Notice of Election. Any Notice of Election received after the Expiry Date shall be invalid.

Effective 1 January 2024, the Inland Revenue Board of Malaysia (“IRBM”) has terminated the usage of revenue stamps as a stamping method at all IRBM stamping duty counters and district stamping offices.

In connection thereto, the application and payment of stamp duty of RM10.00 for the Dividend Reinvestment Plan is to be performed online via the IRBM system namely, STAMPS at <https://stamps.hasil.gov.my/stamps/>. Thereafter, a Stamp Certificate will be issued via STAMPS as proof of payment of stamp duty.

PARTICIPATING SHAREHOLDERS WHO ELECT TO PARTICIPATE IN THE DIVIDEND REINVESTMENT PLAN VIA PHYSICAL SUBMISSIONS OF THE COMPLETED HARDCOPY DRF MUST ATTACH A COPY OF THE STAMP CERTIFICATE TO THE COMPLETED DRF BEFORE SUBMITTING THE COMPLETED DRF TO THE SHARE REGISTRAR.

5.2 Submission of the e-DRF via BSIP

Shareholders who wish to exercise their Electable Portion electronically may do so through BSIP at <https://investor.boardroomlimited.com>. To use the electronic services to exercise their Electable Portion, Shareholders are required to do a one-time registration (at no charge) as a user with BSIP. Registered Shareholder(s) will receive electronic notification via e-mail to notify him/her that the Dividend Reinvestment Plan is available for him/her to exercise his/her Electable Portion electronically via BSIP.

Shareholders are advised to read the instructions as well as the terms and conditions of the electronic election before making an election electronically.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Participating Shareholders who wish to elect for submission of e-DRF via BSIP must take note of the following instructions:-

- (i) any e-DRF received by the Share Registrar after the Expiry Date will be regarded as null and void and of no legal effect unless the Board, in its absolute discretion, determines otherwise and such Shareholder who is entitled to the Dividend based on his/her entitlement on the Books Closure Date, as the case may be, shall be deemed to have elected to receive the Dividend entitlement in cash. An e-DRF, once received by the Share Registrar from the Participating Shareholder, is irrevocable and will be binding on him/her;
- (ii) Shareholders are required to register as a user with BSIP. Each Registered Shareholder will receive 1 notification to log in to BSIP in relation to all CDS accounts held by him/her. Accordingly, for each CDS account, the Shareholder can elect to exercise the Electable Portion in whole or in part thereof as stipulated in his/her entitlement to the Dividend Reinvestment Plan or if the Registered Shareholder does not so elect, he/she will receive the Dividend entitlement wholly in cash;
- (iii) multiple submissions of DRF in relation to the same CDS account, or those appearing to be, or suspected of being multiple submissions in relation to the same CDS account, may be rejected at the discretion of the Board, and such Registered Shareholder will be treated as having elected to receive their Electable Portion in cash;
- (iv) any e-DRF submitted via BSIP must be in accordance with the notes and instructions set out in this statement, the Notice of Election, the e-DRF and BSIP. Any e-DRF submitted that does not conform to the terms and conditions of this statement, the Notice of Election, the e-DRF and BSIP or which are illegible may not be accepted at the sole discretion of the Company. The Company reserves the right, in its absolute discretion, to accept or reject any electronic election which is incomplete, incorrectly completed, and/or illegible, and such Shareholder shall be treated as having elected to receive his/her Electable Portion in cash;
- (v) the maximum number of Dividend Reinvestment Shares available under the Electable Portion set out in the Notice of Election has been computed based on the Shareholder's shareholding as stated in the Record of Depositors as at the Books Closure Date, his/her Dividend entitlement as at the Books Closure Date and the Issue Price. A Participating Shareholder is not allowed to enter a number of Dividend Reinvestment Shares higher than the maximum number of Dividend Reinvestment Shares available under the Electable Portion;
- (vi) a stamp duty of RM10.00 is payable by a Participating Shareholder for each electronic election of Electable Portion. In addition, Participating Shareholders will be required to pay a handling fee of RM5.00 for **Individual/Corporate/Institutional Registered Holder/Nominees Registered Holder** to the Share Registrar for each e-DRF submitted via BSIP.

The handling fee and stamp duty payment will be made electronically at BSIP during the submission of the e-DRF; and

- (vii) the Dividend Reinvestment Shares arising from the Electable Portion will be issued and credited into the Participating Shareholder's CDS account as stated in the Record of Depositors as at the Books Closure Date.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

The procedures to exercise the Electable Portion electronically and submit the e-DRF via BSIP are set out below:-

(i) **Sign up as a user of BSIP**

Individual Shareholder

- (a) Access BSIP at <https://investor.boardroomlimited.com>.
- (b) From the BSIP webpage, select “**Register**” to sign up as an “**Individual Shareholder**” for BSIP.
- (c) In the registration page, fill in all necessary and required information. Upload and attach your National Registration Identity Card (NRIC) front and back image. After entering all necessary information, click “**Register**”.
- (d) You will receive an e-mail from BSIP for e-mail address verification. Click on “**Verify E-mail Address**” from the e-mail received to proceed with the registration.
- (e) Once your email address is verified, you will be re-directed to BSIP for verification of your mobile phone number. Click on “**Request OTP Code**” and a One-time Password (OTP) code will be sent to your registered mobile number. You will need to enter the OTP code and click “**Enter**” to complete the process.
- (f) Once your mobile phone number is verified, registration of your new BSIP account will be pending for final verification.
- (g) An e-mail will be sent to you to inform the approval of your BSIP account within 3 business days. Subsequently, you will be able to login at <https://investor.boardroomlimited.com> with the e-mail address and password filled up by you during registration.

Corporate / Institutional Registered Holder/ Nominees Registered Holder

- (a) Access BSIP at <https://investor.boardroomlimited.com>.
- (b) From the BSIP webpage, select “**Register**” to sign up as a “**Corporate Holder**” for BSIP.
- (c) In the registration page, fill in all necessary and required information. Upload and attach the front and back image of your corporate representative’s NRIC.
- (d) Complete your registration by uploading the relevant supporting document(s) (if any) in the “Authorisation Letter” section and clicking on “**Register**”.
- (e) Your corporate representative will receive an e-mail from BSIP for e-mail address verification. Click on “**Verify E-mail Address**” from the e-mail received to proceed with the registration.
- (f) Once your corporate representative’s email address is verified, you will be re-directed to BSIP for verification of your mobile phone number. Click on “**Request OTP Code**” and an OTP code will be sent to your registered mobile number. You will need to enter the OTP code and click “**Enter**” to complete the process.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (g) Once your mobile phone number is verified, registration of your new BSIP account will be pending for final verification.
- (h) An e-mail will be sent to you to inform the approval of your BSIP account within 3 business days. Subsequently, you can login at <https://investor.boardroomlimited.com> with the e-mail address and password filled up by you during registration.

(ii) Procedures to exercise the Electable Portion**Individual/ Corporate/ Institutional Registered Shareholder**

- (a) Login to BSIP at <https://investor.boardroomlimited.com>.
- (b) Select the “**Corporate Exercise**” and click “**Enter**” on “**HEXZA CORPORATION BERHAD – DIVIDEND REINVESTMENT PLAN**” from the table.
- (c) Go to your CDS Account and click “**Select**”.
- (d) Read and agree to the terms and conditions and declaration and click “**Next**”.
- (e) Review your information, insert your election amount and click “**Proceed To Payment Summary**”.
- (f) Review the Registered Shareholder’s election and click “**Confirm**”.
- (g) Review the payment of stamp duty of **RM10.00** and handling fee of **RM5.00** for each e-DRF.
- (h) Review the payment summary information and click “**Confirm & Proceed To Pay**” to proceed with the submission.
- (i) Once re-directed to the payment gateway, proceed to select your online banking service. You will need to login to your online bank account and proceed to complete the required payment.
- (j) Once you have completed the payment, click “**Back to Merchant Page**” and you will be re-directed back to BSIP.
- (k) You can print or download the submission report for your record.

Nominees Registered Shareholder

- (a) Login to BSIP at <https://investor.boardroomlimited.com>.
- (b) Select “**Corporate Exercise**” and click “**Enter**” on “**HEXZA CORPORATION BERHAD - DIVIDEND REINVESTMENT PLAN**” from the table.
- (c) Select “**Submit DRP Forms**”.
- (d) Read and agree to the “**Terms & Conditions and Declaration**” and click “**Next**”.
- (e) Proceed to download the entitlement file.
- (f) Review the respective CDS account details and its Electable Portion, then fill up the number of share reinvestment.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (g) Select the file to upload and click **"Submit"**.
- (h) Review your information, insert your election amount and click **"Proceed To Payment Summary"**.
- (i) Review the payment of handling fee of RM5.00 for each e-DRF.
- (j) Review the payment summary information and click **"Confirm & Proceed To Pay"** to proceed with the submission.
- (k) Once re-directed to the payment gateway, proceed to select your online banking service. You will need to login to your online bank account and proceed to complete the required payment.
- (l) Once you have completed the payment, click **"Back to Merchant Page"** and you will be re-directed back to BSIP.
- (m) You can print or download the submission report for your record.

The online election made via BSIP shall be made based on and subject to the Terms and Conditions and those set out below:-

- (i) by electing to submit the e-DRF, the Registered Participating Shareholder, if successful, requests and authorises Bursa Depository to credit the Dividend Reinvestment Shares allotted and issued to the Participating Shareholder into his/her CDS account as stated in the Record of Depositors of the Company as at the Books Closure Date;
- (ii) this Dividend Reinvestment Plan Statement, the Dividend Reinvestment Plan and the Terms and Conditions shall be governed by, and construed in accordance with the laws of Malaysia. Registered Participating Shareholders will be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the Malaysian Courts in respect of any matters in connection with the Dividend Reinvestment Plan;
- (iii) the Registered Participating Shareholders' confirmation on the number of Dividend Reinvestment Shares elected for under the Reinvestment Option shall signify, and be treated as the Registered Participating Shareholders' acceptance of the Dividend Reinvestment Shares made available to them in respect of their Electable Portion;
- (iv) the Registered Participating Shareholder acknowledges that his/her election made via BSIP is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of the Company and the Share Registrar, and the Registered Participating Shareholder irrevocably agrees that if the Company or the Share Registrar does not receive the Registered Participating Shareholder's e-DRF submitted via BSIP or data relating to his/her elections are wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to the Company or the Share Registrar by the Expiry Date, the Registered Participating Shareholder will be deemed not to have made an election and he/she will not make any claim whatsoever against the Company and the Share Registrar for the Dividend Reinvestment Shares subscribed for or for any compensation, loss or damage relating to the subscription of the Dividend Reinvestment Shares;
- (v) all of the Registered Participating Shareholder's particulars including his/her nationality and place of residence, in the records of the relevant internet participating financial institution at the time of his/her submission of the e-DRF via BSIP will be true and correct, and the Company, Share Registrar, authorised financial institution and Bursa Depository shall be entitled to rely on the accuracy thereof;

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (vi) the Registered Participating Shareholder must inform Bursa Depository promptly of any change in his/her correspondence address, failing which the notice of allotment will be sent to his/her address last maintained with Bursa Depository;
- (vii) the election to reinvest the Electable Portion will not be successfully completed and cannot be recorded as a completed transaction at the screen of BSIP unless the Registered Participating Shareholder completes all the steps required. By doing so, the Registered Participating Shareholder shall be deemed to have confirmed agreement and compliance to all the terms and conditions of BSIP; and
- (viii) by submitting an e-DRF via BSIP, the Registered Participating Shareholder agrees that:-
 - (a) in consideration of the Company agreeing to allow and accept the Participating Shareholder's submission of an e-DRF via BSIP, his/her e-DRF submission is irrevocable and cannot be subsequently withdrawn or cancelled;
 - (b) the Company and/or the Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his/her e-DRF due to a breakdown or failure of transmission or communication facilities, or due to any cause beyond the control of the Company or the Share Registrar;
 - (c) in relation to any legal action, proceeding or dispute arising out of or in relation with the contract between the parties and/or BSIP and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that the Participating Shareholder irrevocably submits to the exclusive jurisdiction of the Malaysian Courts;
 - (d) the Share Registrar, with the authority of the Company, reserves the right to reject any e-DRF which does not conform to these instructions;
 - (e) any e-DRF submitted via BSIP that does not comply with the Terms and Conditions shall be treated as invalid;
 - (f) if the Registered Participating Shareholder fails to meet or comply with the Terms and Conditions stipulated herein or fails to provide the information required accurately, the Company and/or Share Registrar has the absolute right to reject the Registered Participating Shareholder's e-DRF submitted;
 - (g) in the event the Company and/or the Share Registrar rejects any e-DRF or exercises their discretion to accept any e-DRF submitted notwithstanding the non-compliance with any or all of the Terms and Conditions, the Company and/or Share Registrar shall be absolved from any or all forms of liabilities, losses, damages, costs and claims that may be incurred or suffered by them as a result thereof;
 - (h) the Company and/or Share Registrar reserves the right to accept or reject any e-DRF submitted via BSIP, in whole or in part, without assigning any reason therefor;
 - (i) any invalid or rejected e-DRF shall be treated as having elected to receive the Electable Portion in cash;
 - (j) the Company has not provided the Registered Participating Shareholders with investment advice or any other advice; and

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (k) any e-DRF submitted via BSIP received by the Share Registrar after the Expiry Date shall be regarded as null and void and of no legal effect unless the Board at their sole discretion determine otherwise and such Registered Participating Shareholder will be deemed to have elected to receive his/her Electable Portion in cash.

Hexza will, within 8 Market Days from the Expiry Date or such other period as may be prescribed by Bursa Securities, allot and issue the Dividend Reinvestment Shares and despatch the notices of allotment to the Shareholders who had elected to exercise the Reinvestment Option.

Concurrently, on the Allotment Date (which will be on a date falling within 1 month from the Books Closure Date and in any event, within 3 months from the date of declaration of the Dividend or the date on which the approval for the Dividend is obtained in a general meeting of Hexza, whichever is applicable), the Non-Electable Portion and the balance of the Electable Portion not reinvested will be paid in cash to the respective Shareholders in the usual manner through a Dividend Payment Account, where applicable.

An announcement will be made on the listing of and quotation for the Dividend Reinvestment Shares to be issued pursuant to the Dividend Reinvestment Plan on the Main Market of Bursa Securities.

Shareholders will receive the Electable Portion in cash if they do not expressly elect in writing or by electronic means to exercise the Reinvestment Option in accordance with the instructions set out in the Notice of Election by the Expiry Date. As such, Shareholders who wish to reject the Reinvestment Option or to receive their Dividend wholly in cash need not take any action with regards to the Notice of Election.

6. EXTENT OF APPLICATION OF DIVIDEND REINVESTMENT PLAN TO EACH ELECTABLE PORTION

In relation to any Dividend declared, the Board may, at its absolute discretion, determine in respect of any Dividend, whether the Dividend Reinvestment Plan shall apply and if so, whether the Electable Portion is for the whole or a portion of the Dividend. If the Board, in its absolute discretion, has not determined that the Dividend Reinvestment Plan will apply to a particular Dividend, such Dividend will be paid in cash to the Shareholders in the usual manner through the Dividend Payment Account.

7. DIVIDEND REINVESTMENT SHARE ENTITLEMENT

Maximum Dividend Reinvestment Share entitlement

By electing to participate in the Dividend Reinvestment Plan in respect of any Notice of Election received by him/her, a Participating Shareholder elects to reinvest the whole or part of the Electable Portion, to which such Notice of Election relates, in Dividend Reinvestment Shares.

In respect of any Electable Portion, the number of Dividend Reinvestment Shares to be allotted and issued to the Participating Shareholder electing to reinvest the whole or, if applicable, part of the Electable Portion in Dividend Reinvestment Shares in respect of a Notice of Election shall be calculated in accordance with the following formula:-

$$N = \frac{S \times D}{V}$$

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

where:-

- N : is the maximum number of Dividend Reinvestment Shares to be allotted and issued as fully paid-up to the Participating Shareholder in respect of such Notice of Election
- S : is the number of Hexza Shares held by the Participating Shareholder as at the Books Closure Date to which a Notice of Election relates
- D : is the Electable Portion or part thereof (after deduction of applicable income tax)
- V : is the Issue Price

Any fractional entitlement of Dividend Reinvestment Shares computed in accordance with the above formula will not be allotted and will be paid in cash to the Participating Shareholder in the usual manner through a Dividend Payment Account.

The percentage shareholding of a Shareholder in Hexza may be diluted should he/she decide not to exercise his/her Reinvestment Option. However, the extent of the dilution, if any, will depend on the number of Dividend Reinvestment Shares issued by Hexza pursuant to the exercise level of the Reinvestment Option by the other Shareholders, which cannot be ascertained at this juncture.

Balance of the Electable Portion

In respect of any Electable Portion, the balance of the Electable Portion in respect of a Notice of Election which is not reinvested in Dividend Reinvestment Shares and/or fractional entitlements of Dividend Reinvestment Shares and/or amounts yielding odd lots in relation to the Electable Portion under the Dividend Reinvestment Plan, whichever is applicable, of which will be paid to the Participating Shareholder in cash in the usual manner ("**Balance of the Electable Portion**") shall be calculated in accordance with the following formula:-

$$B = (S \times D) - (A \times V)$$

where:-

- B : is the Balance of the Electable Portion to which such Notice of Election relates
- S : is the number of Hexza Shares held by the Participating Shareholder as at the Books Closure Date to which a Notice of Election relates
- D : is the Electable Portion or part thereof (after deduction of applicable income tax)
- A : is the number of Dividend Reinvestment Shares that the Participating Shareholder elects to subscribe for in respect of the Electable Portion to which such Notice of Election relates
- V : is the Issue Price

The Balance of the Electable Portion will be paid to the Participating Shareholders in cash in the usual manner through a Dividend Payment Account.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

8. TERMS OF ALLOTMENT

The maximum number of Dividend Reinvestment Shares to be issued under the Dividend Reinvestment Plan will depend on, amongst others, the following:-

- (i) the quantum of the Dividend;
- (ii) the Board's decision on the proportion/size of the Electable Portion;
- (iii) the extent to which the Shareholders elect to exercise their Reinvestment Option;
- (iv) the Issue Price; and
- (v) any necessary downward adjustment by the Board to the final number of Dividend Reinvestment Shares to be allotted and issued to any of the Shareholders as referred to in **Section 14** of this statement.

Unless the Board otherwise determines, all Dividend Reinvestment Shares allotted under the Dividend Reinvestment Plan will be issued as fully paid-up. All such 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 Dividend Reinvestment Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid prior to the date of allotment and issuance of the Dividend Reinvestment Shares.

No fractional Dividend Reinvestment Shares will be allotted. Any portion of a Dividend payment insufficient to subscribe for 1 Dividend Reinvestment Share will be paid in cash to the Participating Shareholder in the usual manner through the Dividend Payment Account.

As the Dividend Reinvestment Shares to be issued pursuant to the Dividend Reinvestment Plan are prescribed securities, the Dividend Reinvestment Shares will be credited directly into the respective CDS account(s) of Participating Shareholders and no physical share certificates will be issued.

9. ODD LOTS

Participating Shareholders may be allotted Dividend Reinvestment Shares in odd lots depending on his/her entitlement of Dividend Reinvestment Shares. Shareholders who receive odd lots of Dividend Reinvestment Shares and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 Hexza Share.

Participating Shareholder who does not wish to receive Dividend Reinvestment Shares in odd lots may round down the number of Dividend Reinvestment Shares elected such that he/she will receive Dividend Reinvestment Shares in multiples of, and not less than 100 Dividend Reinvestment Shares. Where a Participating Shareholder's entitlement of Dividend Reinvestment Shares is less than 100 Shares, the Participating Shareholder can elect to receive his/her entire Dividend entitlement in cash in the usual manner through a Dividend Payment Account or Dividend Reinvestment Shares in odd lots.

Fractional Dividend Reinvestment Shares will not be allotted. Any amount of a Dividend payment that is insufficient for the issuance of 1 Dividend Reinvestment Share will be received in cash by the Participating Shareholders in the usual manner through a Dividend Payment Account together with the Non-Electable Portion (if any).

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

10. COST TO THE PARTICIPATING SHAREHOLDERS

There are no brokerage fees and other related transaction costs payable by the Participating Shareholders on the Dividend Reinvestment Shares allotted, unless otherwise provided by any statute, law or regulation. However, the Participating Shareholders are required to pay RM10.00 for stamp duty, and a handling fee is chargeable by the Share Registrar in respect of the submission of the e-DRF.

11. CANCELLATION OF APPLICATION OF THE DIVIDEND REINVESTMENT PLAN

Notwithstanding any other provisions, the Terms and Conditions of the Dividend Reinvestment Plan set out herein and irrespective of whether an election to exercise the Reinvestment Option has been made, if at any time after the Board has determined that the Dividend Reinvestment Plan shall apply to any Dividend and before the allotment and issuance of Dividend Reinvestment Shares in respect of the Electable Portion reinvested, the Board considers that by reason of any event or circumstance (whether arising before or after such determination) it is no longer expedient or appropriate to implement the Dividend Reinvestment Plan in respect of the Electable Portion, the Board may, at its absolute discretion and as it deems fit and in the best interest of the Company and without assigning any reason thereof, cancel the application of the Dividend Reinvestment Plan to the Electable Portion subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be. In such event, the Electable Portion shall be received in cash by the Shareholders in the usual manner through the Dividend Payment Account.

12. MODIFICATION, SUSPENSION AND TERMINATION OF THE DIVIDEND REINVESTMENT PLAN

Subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, the Dividend Reinvestment Plan (including the Terms and Conditions) may be modified, suspended (in whole or in part) or terminated at any time by the Board as it deems fit or expedient by giving notice to Shareholders in such manner as it deems fit notwithstanding any other provisions, Terms and Conditions of the Dividend Reinvestment Plan or otherwise and irrespective of whether an election to exercise the Reinvestment Option has been made.

In the event the Board decides to suspend the Dividend Reinvestment Plan (whether in whole or in part), such suspension shall remain in effect until the Board resolves to recommence or terminate the Dividend Reinvestment Plan in such manner as the Board deems fit. If the Dividend Reinvestment Plan is recommenced, Participating Shareholders' Notices of Election confirming their participation under the previously suspended Dividend Reinvestment Plan will be valid and effective in accordance with the Terms and Conditions and any further directions, terms and conditions as may be notified to the Shareholders in connection to such commencement.

13. GENERAL ADMINISTRATION OF THE DIVIDEND REINVESTMENT PLAN

The Board may implement the Dividend Reinvestment Plan in the manner as it may deem fit at its absolute discretion. The Board has the power to:-

- (i) determine procedures, rules and regulations for the administration of the Dividend Reinvestment Plan which are consistent with these Terms and Conditions, as may be amended or modified from time to time;
- (ii) settle in such manner as it thinks fit, any difficulty, anomaly or dispute (including relating to the interpretation of any provision, regulation or procedure or as to any rights under the Dividend Reinvestment Plan) which may arise in connection with the Dividend Reinvestment Plan, whether generally or in relation to any Participating Shareholder or

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

any Hexza Share and the determination of the Board will be conclusive and binding on all Shareholders and other persons to whom the determination relates without giving any reasons for its determination;

- (iii) delegate to any 1 or more persons, for such period and on such conditions as the Board may determine, the exercise of any of its powers or discretion under or in respect of the Dividend Reinvestment Plan and references to a decision, opinion or determination of the Board include a reference to the decision, opinion or determination of the person or persons to whom the Board has delegated its authority to, for the purposes of administering the Dividend Reinvestment Plan; and
- (iv) waive strict compliance by the Company or any Shareholder with any of these Terms and Conditions.

Any matter to be decided, determined, fixed, resolved or waived by the Board in respect of the Dividend Reinvestment Plan, shall be decided, determined, fixed and resolved or waived by the Board at its absolute discretion as it deems fit without assigning any reason.

14. IMPLICATIONS OF THE RULES ON TAKE-OVERS AND OTHER SHAREHOLDING LIMITS

14.1 Implications of the Rules on Take-overs

Under Paragraph 4.01, Part B of the Rules on Take-overs and Sections 217 and 218 of the CMSA, a Shareholder may be under an obligation to extend a take-over offer for the remaining Hexza Shares not already owned by him/her and persons acting in concert with him/her (collectively, the “**Affected Parties**”), if by participating in the Dividend Reinvestment Plan for the reinvestment of the Electable Portion:-

- (i) the Affected Parties have obtained control via the acquisition or holding of, or entitlement to exercise or control the exercise of voting shares or voting rights of 33% or more of the Company or such other amount as may be prescribed in the Rules on Take-overs, however effected; or
- (ii) the Affected Parties have acquired more than 2% of the voting shares or voting rights of the Company in any 6-month period, and the Affected Parties holds more than 33% but not more than 50% of the voting shares or voting rights of the Company during the said 6-month period.

Thereafter, in the event an obligation to undertake a mandatory offer is expected to arise resulting from a Shareholder's participation in the Dividend Reinvestment Plan, the Affected Parties may wish to consult their professional advisers in relation to:-

- (i) any obligation to make a take-over offer under the Rules on Take-overs as a result of any subscription of Dividend Reinvestment Shares through his/her participation in the Dividend Reinvestment Plan; and
- (ii) whether or not to make an application to the Securities Commission Malaysia to obtain an exemption from undertaking a mandatory offer pursuant to the Rules on Take-overs prior to exercising his/her Reinvestment Option.

The statements herein do not purport to be a comprehensive or exhaustive description of all relevant provisions of, or all implications that may arise under the Rules on Take-overs or other relevant legislations or regulations. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer under the Rules on Take-overs as a result of any subscription of Dividend Reinvestment Shares through their participation in the Dividend Reinvestment Plan are advised to consult their professional advisers at the earliest opportunity.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

14.2 Other shareholding limits

Shareholders are responsible for ensuring that their participation in the Dividend Reinvestment Plan will not result in a breach of any restrictions applicable to their holding of Hexza Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

In view of the shareholding limit referred to above, notwithstanding the proportion of Electable Portion which may be determined by the Board to be reinvested, the Board shall be entitled but not obligated to reduce or limit the number of Dividend Reinvestment Shares to be issued to any Shareholder should the Board be aware or be informed in writing of any expected breach of such shareholding limits as a result of the exercise of the Reinvestment Option by such Shareholder, in which case the Board reserves the right to pay the remaining portion of the Electable Portion in cash.

15. DISCLAIMER

Notwithstanding anything to the contrary, the Board and the Company including any of its subsidiaries, joint venture and joint operations and its respective directors, officers, employees, advisers, agents, affiliates and representatives and the employees of the advisers, agents, affiliates and representatives, shall not, under any circumstance, be held liable for any damages, cost, loss and expense whatsoever and howsoever arising/ incurred/ suffered by any person including any Shareholder arising out of or in connection with the Dividend Reinvestment Plan including (but not limited to):-

- (i) any obligation of any Shareholder to undertake a mandatory offer as a result of the Dividend Reinvestment Plan;
- (ii) a breach of any restrictions on any Shareholder's holding of Hexza Shares which may be imposed by the Shareholder's contractual obligations, or by statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities; and
- (iii) any losses suffered by any Shareholders due to changes in the share prices of Hexza Shares or the quantum of future Dividends after the implementation of the Dividend Reinvestment Plan.

16. GOVERNING LAW

This Dividend Reinvestment Plan Statement, the Terms and Conditions and the Dividend Reinvestment Plan shall be governed by, and construed in accordance with the laws of Malaysia.

17. NOTICES AND STATEMENTS

Unless otherwise provided in these Terms and Conditions, any notices, documents and statements required to be given by the Company to a Participating Shareholder shall be given in accordance with the applicable provisions of the Company's Constitution.

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statements contained in this Circular false or misleading.

2. CONSENT AND DECLARATION OF CONFLICT OF INTEREST

UOBKH, being the Principal Adviser for the Proposed DRP, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

UOBKH has given its written confirmation that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Principal Adviser to our Company for the Proposed DRP.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither our Company nor our Group is engaged in any other material litigation, claims or arbitration, either as a plaintiff or defendant, which has a material effect on the financial position or the business of our Group, and our Board does not have any knowledge of any proceeding pending or threatened against our Group, or of any fact likely to give rise to any proceeding, which may materially or adversely affect the financial position or business of our Group.

4. MATERIAL COMMITMENTS

As at the LPD, save as disclosed below, there are no material commitments incurred or known to be incurred by our Group, which upon becoming enforceable, may have a material impact on the financial results or position of our Group:-

	RM'000
Property, plant and equipment	812

5. CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred, which upon becoming enforceable, may have a material impact on the financial results or position of our Group.

FURTHER INFORMATION (CONT'D)

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at Lot 6 & 20, Persiaran Tasek, Kawasan Perindustrian Tasek, 31400 Ipoh, Perak Darul Ridzuan, during normal business hours between Mondays and Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (i) the Constitution of our Company;
- (ii) the audited consolidated financial statements of our Group for the past 2 financial years up to the FYE 30 June 2025; and
- (iii) the letter of consent and declaration of conflict of interest referred to in **Section 2** of this **Appendix II**.

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HEXZA CORPORATION BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Hexza Corporation Berhad (“**Hexza**” or the “**Company**”) will be held at Kinta 2, Level 1, Hotel Travelodge Ipoh, Jalan Raja Dihilir, 30350 Ipoh, Perak on Saturday, 22 November 2025 at 11.30 a.m., or immediately after the conclusion of the Company’s 56th Annual General Meeting, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

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.”

By Order of the Board,

CHAN MAY YOKE (SSM PC No. 202008002012) (MAICSA 7019010)

CHAN EOI LENG (SSM PC No. 202008003055) (MAICSA 7030866)

Company Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia

7 November 2025

Notes:-

Pursuant to Paragraph 8.29A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of EGM shall be put to vote by poll. A Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and to verify the results of the poll, respectively.

Only members whose names appear on the Record of Depositors as at 12 November 2025 shall be entitled to attend the EGM 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.



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

PROXY FORM

No. of shares held

CDS Account No.

I/We (FULL NAME IN BLOCK LETTERS and

NRIC No./ Passport No./ Company No.) of

..... (Address) and (Tel. No.)

being a *member/members of **HEXZA CORPORATION BERHAD**, hereby appoint the following person(s):

Proxy	Full Name (in Block Letters)	Email Address	NRIC/Passport No.	No. of Shares	%
1					
2					

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the extraordinary general meeting ("**EGM**") of the Company to be held on Saturday, 22 November 2025 at 11.30 a.m., or immediately after the conclusion of the Company's 56th Annual General Meeting ("**AGM**"), which will be held at the same venue and on the same day, at 10.00 a.m., whichever is later and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:-

Ordinary Resolution No.	Ordinary Business	FOR	AGAINST
1.	Proposed DRP		
2.	Allotment and Issuance of Dividend Reinvestment Shares pursuant to the Proposed DRP		

Please indicate with (√) or (X) how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Signed this day of 2025

Signature of Shareholder/
(Common Seal & Signatures)

NOTES:

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- Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company hereby agrees and consents 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.



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Then fold here

AFFIX
STAMP

THE SHARE REGISTRAR
HEXZA CORPORATION BERHAD [196901000339 (8705-K)]
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya,
Selangor Darul Ehsan,
Malaysia.

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