

LUXCHEM

LUXCHEM CORPORATION BERHAD

Registration No. 199101014102 (224414-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Second Annual General Meeting (“**32nd AGM**”) of the Company will be held virtually through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities via TIIH Online website at <https://tiih.online> from the Broadcast Venue at Wisma Luxchem, Block N, Jaya One, 72A, Jalan Prof Diraja Ungku Aziz, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia (“**Broadcast Venue**”) on **Thursday, 23 May 2024**, at **10.00 a.m.**, to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To approve the payment of respective Directors’ fees for the financial year ending 31 December 2024:
 - (a) RM55,000.00 for Datuk Kwan Foh Kwai **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
 - (b) RM55,000.00 for Mr Tan Teck Kiong **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
 - (c) RM55,000.00 for Encik Taufiq Ahmad @ Ahmad Mustapha bin Ghazali **Ordinary Resolution 3**
(Please refer to Explanatory Note 2)
 - (d) RM40,000.00 for Madam Chen Moi Kew **Ordinary Resolution 4**
(Please refer to Explanatory Note 2)
3. To approve the payment of Directors’ Benefits up to an amount of RM36,000.00 for the financial year ending 31 December 2024. **Ordinary Resolution 5**
(Please refer to Explanatory Note 3)
4. To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company and, who being eligible, offer themselves for re-election:
 - (a) Madam Chin Song Mooi **Ordinary Resolution 6**
 - (b) Madam Chen Moi Kew **Ordinary Resolution 7**
(Please refer to Explanatory Note 4)
5. To re-appoint Messrs BDO PLT as Auditors of the Company for **Ordinary Resolution 8**

the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 5)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:

6. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 9

(Please refer to Explanatory Note 6)

“THAT subject always to the Company Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

7. **ORDINARY RESOLUTION
PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE**

Ordinary Resolution 10

(Please refer to Explanatory Note 7)

“THAT subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:

- i. the aggregate number of issued shares in the Company (“**Shares**”) purchased (“**Purchased Shares**”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the

aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“**Proposed Share Buy-Back**”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;

- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- viii. To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

- 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

TAN BEE HWEЕ (SSM PC NO. 202008001497) (MAICSA 7021024)
CHEN MOI KEW (SSM PC NO. 202008001043) (MIA 6359)
LIM YOU JING (SSM PC NO. 202108000369) (MAICSA 7075638)
Company Secretaries

Petaling Jaya
23 April 2024

NOTES:

(i) Notes on the Appointment of Proxy

- 1. *The 32nd AGM of the Company will be held virtually through live streaming and online remote voting using RPV facilities via TIH Online website at <https://tiah.online>.*

*The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members **will not be allowed** to attend the 32nd AGM in person at the Broadcast Venue on the day of the meeting.*

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 32nd AGM through the RPV facilities via TIIH Online website at <https://tiih.online>.

Please read these Notes carefully and follow the procedures in the Administrative Details for the 32nd AGM in order to participate remotely through the RPV facilities.

2. For the purpose of determining who shall be entitled to attend this General Meeting through RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 14 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting through the RPV facilities or appoint a proxy to attend, speak and vote on his/her/its behalf.
3. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
9. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 32nd AGM through the RPV facilities must request his/her proxy to register himself/herself for the RPV facilities at TIIH Online website at <https://tiih.online>. Procedures for the RPV facilities can be found in the Administrative Details of the 32nd AGM.
10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor,

Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) Online

In the case of an appointment made via online lodgement facility, please login to the link website at <https://tjih.online> and select "e-Services" to login. Please refer to the Administrative Guide on how to register to TIH Online and submit your Proxy Form electronically.

11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
12. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
13. Last date and time for lodging this proxy form is **Tuesday, 21 May 2024 at 10.00 a.m.**
14. A corporate member who has appointed a representative, please deposit the **ORIGINAL** or **DULY CERTIFIED** certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(ii) **Explanatory Notes**

Ordinary Business

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2023

This item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Ordinary Resolutions 1, 2, 3 and 4 – Payment of Directors' Fees

On 7 March 2024, the Remuneration Committee had reviewed the Directors' fees for the financial year ending 31 December 2024, taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors.

The payment of Directors' fees for the financial year ending 31 December 2024 amounting to a total of RM205,00.00 will be paid by the Company to the respective Directors if the proposed Ordinary Resolutions 1, 2, 3, and 4 are passed by the shareholders at the 32nd AGM of the Company.

3. Ordinary Resolution 5 – Payment of Directors' Benefits

Directors' benefits consist of meeting allowance payable to Independent Non-Executive Directors and in determining the estimated amount, the Board of Directors ("**Board**") has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committees for the financial year ending 31 December 2024 as well as the number of Independent Non-Executive Directors involved in the meeting.

The proposed structure of the Directors' benefits for the financial year ending 31 December 2024 is as follows:

Type of Benefits	Amount
Meeting Attendance Allowance	
Board Committees and Board Meeting Allowances	RM1,000.00 per day
Insurance Premium	
Directors' & Officers' Liability Insurance	RM15,000.00

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 5 is passed by the shareholders at the 32nd AGM of the Company.

In the event the proposed amount is insufficient (due to more meetings or enlarged board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

4. Ordinary Resolutions 6 and 7 – Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company

Madam Chin Song Mooi and Madam Chen Moi Kew are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 32nd AGM of the Company.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance 2021 ("MCCG"), the profiles of both Directors are set out on pages 9 to 10 of the Annual Report 2023. For the purpose of determining the eligibility of both Directors to stand for re-election at the 32nd AGM of the Company, the Board had through its Nominating Committee ("**NC**"), considered, assessed and deliberated on the suitability and fit and properness of the retiring Directors.

Based on the recommendation of the NC, the Board is supportive of their re-election with the following justifications:-

Ordinary Resolution 6: Re-election of Madam Chin Song Mooi as Executive Director

Madam Chin Song Mooi is mainly responsible for overseeing all aspects of finance and administration functions of the Group.

The Board is satisfied with her performance and contribution, and she continues to carry out her duty diligently and effectively and demonstrate her commitment to the roles.

Ordinary Resolution 7: Re-election of Madam Chen Moi Kew as Executive Director

Madam Chen Moi Kew has vast experience in accounting and finance functions and has contributed significantly to the Group by formulating financial strategies to steer the Group forward.

The Board is satisfied her performance and contribution, and she continues to carry out her duty diligently and effectively and demonstrate her commitment to the roles.

5. Ordinary Resolution 8 – Re-appointment of Auditors

The Audit and Risk Management Committee (“ARMC”) had at its meeting held on 22 February 2024 assessed the suitability and independence of the External Auditors and recommended the re-appointment of BDO PLT as External Auditors of the Company for the financial year ending 31 December 2024.

The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 32nd AGM of the Company.

Special Business

6. Ordinary Resolution 9 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, the proposed Ordinary Resolution 9, if passed, would renew the mandate granted to the Directors at the 31st AGM held on 25 May 2023 (“31st AGM”) and provide flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purpose of funding the Company’s future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

As at the date of this Notice, the Company did not issue and allot any shares pursuant to the mandate granted to the Directors at the 31st AGM as there was no requirement for such fundraising activities.

7. Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Mandate

The proposed Ordinary Resolution 10, if passed will empower the Company to renew its existing authorisation to purchase its own ordinary shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares). Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Mandate dated 23 April 2024 for further information.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

[Ordinary Resolutions 6 to 7]

1. The Directors who retire pursuant to Clause 76(3) of the Constitution of the Company and being eligible to offer themselves for re-election at the 32nd AGM are Madam Chin Song Mooi and Madam Chen Moi Kew ("**Retiring Directors**").

The profile of the Retiring Directors who are standing for re-election as per Agenda item 4 of the Notice of 32nd AGM are as follows:

A. CHIN SOONG MOOI

(Executive Director)

Nationality	: Malaysian
Age	: 72
Gender	: Female
Date of Appointment	: 4 September 1991
Length of Tenure	: 32 years 7 months

QUALIFICATION

Madam Chin Song Mooi holds a Bachelor of Commerce Degree in Accountancy from Nanyang University, Singapore.

DIRECTORSHIP/RELEVANT APPOINTMENTS (OTHER THAN LUXCHEM CORPORATION BERHAD)

- Nil

RELEVANT EXPERIENCE

Madam Chin Song Mooi is an Executive Director of the Company. She is one of the First Directors appointed to the Board of the Company on 4 September 1991.

She is mainly responsible for overseeing all aspects of finance and administration functions of the Group.

Madam Chin is a substantial shareholder of the Company. She is the spouse of Mr Tang Ying See, a director and substantial shareholder of the Company.

Madam Chin does not have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries. She acts in best interest of the Company.

The Board hereby supports and recommends the re-election of Madam Chin Song Mooi as a Director of the Company for the shareholders' approval.

B. MADAM CHEN MOI KEW

(Executive Director/Chief Financial Officer)

Nationality	: Malaysian
Age	: 61
Gender	: Female
Date of Appointment	: 2 January 2008
Length of Tenure	: 16 years 3 months

QUALIFICATION

Madam Chen Moi Kew holds a Bachelor of Accounting Degree with First-Class Honours from the University of Malaya, Kuala Lumpur in 1987. She has been a member of both the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants since 1990 and a Member of the Financial Planning

Association of Malaysia since 2003. She obtained the Six Sigma Master Black Belt™ certification from the International Six Sigma Institute™ in January 2023.

DIRECTORSHIP/RELEVANT APPOINTMENTS (OTHER THAN LUXCHEM CORPORATION BERHAD)

- Nil

RELEVANT EXPERIENCE

Madam Chen was appointed as a Director of the Company on 2 January 2008.

She is currently mainly responsible for overseeing the accounting and finance functions as well as formulating financial strategies for the Group.

Madam Chen is a shareholder of the Company. She has no family relationship with any Director and/or major shareholder of the Company.

Madam Chen does not have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries. She acts in best interest of the Company.

The Board hereby supports and recommends the re-election of Madam Chen Moi Kew as a Director of the Company for the shareholders' approval.