

LUXCHEM CORPORATION BERHAD (224414-D)
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT BANYAN AND CASUARINA ROOM, SIME DARBY CONVENTION CENTRE,
1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, ON FRIDAY, 5 MAY 2017 AT 10.00
A.M.**

Present : Directors
Dato' Haji Mokhtar Bin Haji Samad (Dato' Chairman)
Mr Tang Ying See
Mr Chan Wan Siew
Madam Chin Song Mooi
Madam Chen Moi Kew
Mr Au Chun Choong

Shareholders, proxies and invitees
As per the attendance list

In Attendance : Ms Tan Bee Hwee }
Ms Lim You Jing } Representing Tricor Corporate Services
Mr Clarence Tan } Sdn Bhd

By Invitation : Mr Ooi Chee Kun }
Ms Sam Siow Cheng } Messrs Folks DFK & Co.
Mr Koo Jie Lun }

1. CHAIRMAN

Dato' Chairman welcomed all present and introduced the Board of Directors and the Secretary in attendance.

2. QUORUM

The Secretary confirmed that a quorum was present pursuant to Article 56 of the Articles of Association of the Company. With the quorum being present, Chairman called the meeting to order.

3. NOTICE OF MEETING

With the consent of the members present, the notice convening the meeting was taken as read.

4. CHAIRMAN'S OPENING REMARKS

Before the meeting proceeded with the business on the agenda, Dato' Chairman informed the meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Annual General Meeting ("AGM") must be voted by poll. The Company was also required to appoint at least one (1) scrutineer to validate the votes cast at the AGM. In view thereof, Dato' Chairman declared that all resolutions in the Notice of the 25th AGM would be voted by poll. Tricor Investor & Issuing House Services Sdn Bhd would act as the Poll Administrator while Scrutineer Solutions Sdn Bhd would act as Scrutineer. The poll would be conducted at the end of the meeting to facilitate the smooth running of the meeting.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016 AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

Dato' Chairman informed the meeting that the Audited Financial Statements for the financial year ended 31 December 2016, together with the Reports of Directors and Auditors, had been circulated to all members of the Company within the requisite period.

Dato' Chairman explained to the meeting that Agenda item 1 was meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("CA 2016") did not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item was not put forward for voting.

Dato' Chairman then invited questions from the floor.

The comments and issues raised by the members present at the meeting were addressed by the Board of Directors of the Company, of which a summary is set out in Appendix A attached herein and forms part of the minutes.

After all questions from the shareholders had been satisfactorily answered by the Board of Directors of the Company, Dato' Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2016, together with the Reports of Directors and Auditors thereon, had in accordance with the CA 2016 been properly laid and received.

Dato' Chairman then proceeded to the next agenda item.

**6. ORDINARY RESOLUTION 1
DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016**

Agenda item 2 referred to the payment of Directors' fees of RM106,000.00 for the financial year ended 31 December 2016.

Dato' Chairman then invited questions from the floor. Since there was no question, Dato' Chairman informed the meeting that the polling in respect of the following Ordinary Resolution 1 on payment of Directors' fees would be deferred to the end of the meeting:

"THAT the payment of Directors' fees of RM106,000.00 for the financial year ended 31 December 2016 be approved."

**7. ORDINARY RESOLUTION 2
DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) TO THE NON-EXECUTIVE CHAIRMAN AND NON-EXECUTIVE DIRECTOR FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016**

Dato' Chairman proceeded with Agenda item 3 on the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Director up to an amount of RM29,760.00 from 1 January 2017 until the next AGM of the Company.

Dato' Chairman then invited questions from the floor. Since there was no question, Dato' Chairman informed the meeting that the polling in respect of the following

Ordinary Resolution 2 on payment of Directors' remuneration would be deferred to the end of the meeting:

"THAT the payment of Directors' remuneration (Excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Director up to an amount of RM29,760.00 from 1 January 2017 until the next AGM of the Company be approved."

8. ORDINARY RESOLUTION 3
RE-ELECTION OF DATO' HAJI MOKHTAR BIN HAJI SAMAD AS DIRECTOR

Dato' Chairman proceeded to Ordinary Resolution 3 pertaining to his re-election as Director of the Company. As he is an interested party in this resolution, he handed his chairmanship to Madam Chen Moi Kew ("Madam Chen") to put forth the motion of the meeting. Madam Chen informed the meeting that Dato' Haji Mokhtar Bin Haji Samad was retiring pursuant to Article 77 of the Articles of Association of the Company. Dato' Chairman had offered himself for re-election. His profile could be viewed on page 6 of the Annual Report 2016.

Madam Chen then invited questions from the floor. Since there was no question, Madam Chen informed the meeting that the polling in respect of the following Ordinary Resolution 3 on re-election of Dato' Haji Mokhtar Bin Haji Samad as Director would be deferred to the end of the meeting:

"THAT Dato' Haji Mokhtar Bin Haji Samad, retiring pursuant to Article 77 of the Articles of Association of the Company and who being eligible, be re-elected as Director of the Company."

Madam Chen handed over the chairmanship back to Dato' Chairman.

9. ORDINARY RESOLUTION 4
RE- ELECTION OF MR TANG YING SEE AS DIRECTOR –

Dato' Chairman proceeded to Ordinary Resolution 4 pertaining to the re-election of Mr Tang Ying See, who was retiring pursuant to Article 77 of the Articles of Association of the Company, as Director. Dato' Chairman said that Mr Tang Ying See, being eligible, had offered himself for re-election. His profile could be viewed on page 6 of the Annual Report 2016.

Dato' Chairman then invited questions from the floor. Since there was no question, Dato' Chairman informed the meeting that the polling in respect of the following Ordinary Resolution 4 on re-election of Mr Tang Ying See as Director would be deferred to the end of the meeting:

"THAT Mr Tang Ying See, retiring pursuant to Article 77 of the Articles of Association of the Company and who being eligible, be re-elected as Director of the Company."

10. ORDINARY RESOLUTION 5
RE-APPOINTMENT OF MESSRS FOLKS DFK & CO. AS AUDITORS OF THE COMPANY AND AUTHORISED THE DIRECTORS TO FIX THEIR REMUNERATION

Dato' Chairman informed the meeting that Ordinary Resolution 5 was in relation to the appointment of Messrs Folks DFK & Co. as auditors of the Company and to authorise the Directors to fix their remuneration. Messrs Folks DFK & Co. had indicated their willingness to continue their services.

Dato' Chairman then invited questions from the floor.

The comments and issues raised by the members present at the meeting were addressed by the Board of Directors of the Company and the External Auditors, of which a summary is set out in Appendix A attached herein and forms part of the minutes.

After all questions from the shareholders had been satisfactorily answered by the Board of Directors of the Company and External Auditors, Dato' Chairman informed the meeting that the polling in respect of the following Ordinary Resolution 5 on re-appointment of Messrs Folks DFK & Co. as Auditors would be deferred to the end of the meeting:

“THAT Messrs Folks DFK & Co. be hereby re-appointed as Auditors for the Company at a fee to be agreed upon with the Directors and to hold office until the conclusion of the next AGM.”

11. ORDINARY RESOLUTION 6
RETENTION OF DATO' HAJI MOKHTAR BIN HAJI SAMAD AS AN INDEPENDENT
NON-EXECUTIVE DIRECTOR

Dato' Chairman handed his chairmanship to Madam Chen to chair the subject motion in respect of his retention as an Independent Non-Executive Director. Madam Chen informed the meeting that the Board of Directors had through the Nominating Committee, conducted an annual performance evaluation and assessment on Dato' Haji Mokhtar Bin Haji Samad's independence and recommended that he continued in office as an Independent Non-Executive Director. The justifications on his retention as independent director are set out in the Explanation Notes on Special Business in the Notice of the 25th AGM.

Madam Chen then invited questions from the floor. Since there was no question, Madam Chen informed the meeting that the polling in respect of the following Ordinary Resolution 6 on the retention of Dato' Haji Mokhtar Bin Haji Samad as an Independent Non-Executive Director would be deferred to the end of the meeting:

“THAT approval be and is hereby given to Dato' Haji Mokhtar Bin Haji Samad, who has served as Independent Non-Executive Director of the Company for a cumulative term of nearly 9 years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM.”

Madam Chen handed over the chairmanship back to Dato' Chairman.

12. ORDINARY RESOLUTION 7
RETENTION OF MR CHAN WAN SIEW AS AN INDEPENDENT NON-EXECUTIVE
DIRECTOR

Dato' Chairman proceeded to Ordinary Resolution 7 and informed the meeting that the Board of Directors had through the Nominating Committee, conducted an annual performance evaluation and assessment on Mr Chan Wan Siew's independence and recommended that he continue in office as a Senior Independent Non-Executive Director. The justifications on his retention as independent director are set out in the Explanation Notes on Special Business in the Notice of the 25th AGM.

Dato' Chairman then invited questions from the floor. Since there was no question, Dato' Chairman informed the meeting that the polling in respect of the following Ordinary Resolution 7 on the retention of Mr Chan Wan Siew as an Independent Non-Executive Director would be deferred to the end of the meeting:

"THAT approval be and is hereby given to Mr Chan Wan Siew, who has served as Independent Non-Executive Director of the Company for a cumulative term of nearly 9 years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."

13. ORDINARY RESOLUTION 8
RETENTION OF MR AU CHUN CHOONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Dato' Chairman proceeded to Ordinary Resolution 8 and informed the meeting that the Board of Directors had through the Nominating Committee, conducted an annual performance evaluation and assessment on Mr Au Chun Choong's independence and recommended that he continue in office as an Independent Non-Executive Director. The justifications on his retention as independent director are set out in the Explanation Notes on Special Business in the Notice of the 25th AGM.

Dato' Chairman then invited questions from the floor. Since there was no question, Dato' Chairman informed the meeting that the polling in respect of the following Ordinary Resolution 8 on the retention of Mr Au Chun Choong as an Independent Non-Executive Director would be deferred to the end of the meeting:

"THAT approval be and is hereby given to Mr Au Chun Choong, who has served as Independent Non-Executive Director of the Company for a cumulative term of nearly 9 years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."

14. ORDINARY RESOLUTION 9
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE CA 2016

Dato' Chairman proceeded to the last item in the agenda, which was to consider and if thought fit, pass an Ordinary Resolution to authorise the Directors to allot ordinary shares of not more than 10% of the total number of the issued shares capital of the Company pursuant to Sections 75 and 76 of the CA 2016 for the purposes of funding investment projects, working capital, repayment of borrowings and/or acquisitions. This authority would, unless revoked or varied by the Company in a general meeting, expired at the conclusion of the next AGM of the Company.

Dato' Chairman then invited questions from the floor. Since there was no question, Dato' Chairman informed that the polling in respect of the following Ordinary Resolution 9 on authority to allot shares pursuant to Sections 75 and 76 of the CA 2016 would be deferred to the end of the meeting:

"THAT subject always to the Act, the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this

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 of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

15. ANY OTHER BUSINESS & POLLING

Dato’ Chairman informed the meeting that the Company had not received any notice to deal with any other business for which due notice was required to be given pursuant to the CA 2016. As the meeting had dealt with all the items on the agenda, Dato’ Chairman put all the proposed resolutions for poll voting. He then invited the representative of Poll Administrator, Ms Lim Lay Kiow, to brief the meeting on the polling procedures.

Dato’ Chairman adjourned the meeting at 11.45 a.m. for the votes to be counted and verified.

16. DECLARATION OF POLLING RESULTS

At 12.15 p.m., the meeting resumed and the representative of Scrutineer Solutions Sdn Bhd, Ms Melissa, announced the results of the poll as follows:

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	154,540,482	99.999	2,000	0.001	154,542,482	100.000
Ordinary Resolution 2	154,542,482	100.000	0	0.000	154,542,482	100.000
Ordinary Resolution 3	154,541,582	100.000	0	0.000	154,541,582	100.000
Ordinary Resolution 4	154,543,582	100.000	0	0.000	154,543,582	100.000
Ordinary Resolution 5	154,543,582	100.000	0	0.000	154,543,582	100.000
Ordinary Resolution 6	154,537,332	99.999	2,000	0.001	154,539,332	100.000
Ordinary Resolution 7	154,541,332	100.000	0	0.000	154,541,332	100.000
Ordinary Resolution 8	154,541,332	100.000	0	0.000	154,541,332	100.000
Ordinary Resolution 9	154,538,482	99.997	5,100	0.003	154,543,582	100.000

17. CLOSURE OF THE MEETING

There being no other business, the meeting concluded at 12.24 p.m. with a vote of thanks to the Chair.

**CONFIRMED AS A CORRECT
RECORD**

CHAIRMAN

Dated: