

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

**MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT CASUARINA AND DILLENIA ROOM, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, ON MONDAY, 7 MAY 2018 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 Wong Wai Foong - Company Secretary  
Ms Tan Bee Hwee }  
Ms Lim You Jing } Representatives from Tricor Corporate  
Mr Ng Kok Loong } Services Sdn Bhd

By Invitation : Mr Ooi Chee Kun }  
Ms Sam Siow Cheng } Representatives from Messrs Folks DFK &  
Mr Koo Jie Lun } Co.  
Dato' Feizal Mustapha }  
Mr Lum Chiew Mun } Representatives from Messrs BDO  
Mr Tan Seong Yuh }

### **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 Constitution 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 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 scrutineer to validate the votes cast at the AGM. In view thereof,

Dato' Chairman declared that all resolutions in the Notice of the 26<sup>th</sup> 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 2017 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 2017, 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 shareholders 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 2017, 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 2017**

Agenda item 2 referred to the payment of Directors' fees of RM106,000.00 for the financial year ended 31 December 2017.

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 2017 be approved."

**7. ORDINARY RESOLUTION 2**  
**DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) TO THE NON-EXECUTIVE CHAIRMAN AND NON-EXECUTIVE DIRECTORS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017**

Dato' Chairman proceeded with Agenda item 3 on the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM29,760.00 for the period from the 26<sup>th</sup> AGM up to the date of 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 Directors up to an amount of RM29,760.00 for the period from the 26<sup>th</sup> AGM up to the date of the next AGM of the Company be approved."

**8. ORDINARY RESOLUTION 3**  
**RE-ELECTION OF MR CHAN WAN SIEW AS DIRECTOR**

Dato' Chairman proceeded to Ordinary Resolution 3 pertaining to the re-election of Mr Chan Wan Siew, who was retiring pursuant to Article 77 of the Constitution of the Company, as Director. Dato' Chairman said that Mr Chan Wan Siew, being eligible, had offered himself for re-election. His profile could be viewed on page 8 of the Annual Report 2017.

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 3 on re-election of Mr Chan Wan Siew as Director would be deferred to the end of the meeting:

"THAT Mr Chan Wan Siew, retiring pursuant to Article 77 of the Constitution of the Company and who being eligible, be re-elected as Director of the Company."

**9. ORDINARY RESOLUTION 4**  
**RE-ELECTION OF MR AU CHUN CHOONG AS DIRECTOR**

Dato' Chairman proceeded to Ordinary Resolution 4 pertaining to the re-election of Mr Au Chun Choong, who was retiring pursuant to Article 77 of the Constitution of the Company, as Director. Dato' Chairman said that Mr Au Chun Chong, being eligible, had offered himself for re-election. His profile could be viewed on page 8 of the Annual Report 2017.

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 Au Chun Choong as Director would be deferred to the end of the meeting:

"THAT Mr Au Chun Choong, retiring pursuant to Article 77 of the Constitution of the Company and who being eligible, be re-elected as Director of the Company."

**10. ORDINARY RESOLUTION 5**  
**APPOINTMENT OF MESSRS BDO 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 BDO as Auditors of the Company in place of the outgoing Auditors, Messrs Folks DFK & Co., for the financial year ending 31 December 2018.

Dato' Chairman then invited questions from the floor.

The comments and issues raised by the shareholders 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 informed the meeting that the polling in respect of the following Ordinary Resolution 5 on appointment of Messrs BDO as Auditors of the Company would be deferred to the end of the meeting:

“THAT Messrs BDO be hereby appointed as Auditors of 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 continue in office as an Independent Non-Executive Director. The justifications on his retention as independent director were set out in the Explanation Notes on Special Business in the Notice of the 26<sup>th</sup> 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 more than nine 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 26<sup>th</sup> AGM.

Dato' Chairman then invited questions from the floor.

The comments and issues raised by the shareholders present at the meeting were addressed by the Company Secretary, 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 the Company Secretary, 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 more than nine 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 26<sup>th</sup> 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 more than nine 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 Constitution 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 11.15 a.m. for the votes to be counted and verified.

#### **16. DECLARATION OF POLLING RESULTS**

At 12.00 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	426,921,600	99.986	61,500	0.014	426,983,100	100.000
Ordinary Resolution 2	429,292,600	99.972	120,500	0.028	429,413,100	100.000
Ordinary Resolution 3	429,659,100	99.985	64,000	0.015	429,723,100	100.000
Ordinary Resolution 4	430,196,100	99.970	127,000	0.030	430,323,100	100.000
Ordinary Resolution 5	430,559,100	99.985	64,000	0.015	430,623,100	100.000
Ordinary Resolution 6	430,505,100	99.973	118,000	0.027	430,623,100	100.000
Ordinary Resolution 7	429,659,100	99.985	64,000	0.015	429,723,100	100.000
Ordinary Resolution 8	430,196,100	99.970	127,000	0.030	430,323,100	100.000
Ordinary Resolution 9	430,554,100	99.984	69,000	0.016	430,623,100	100.000

**17. CLOSURE OF THE MEETING**

There being no other business, the meeting concluded at 12.03 p.m. with a vote of thanks to the Chair.

**CONFIRMED AS A CORRECT  
RECORD**

---

**CHAIRMAN**

Dated: