

LUXCHEM

LUXCHEM CORPORATION BERHAD

Company No. 224414-D
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of the Company will be held at Banyan & Casuarina Room, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000, Kuala Lumpur on Wednesday, 18 May 2016 at 10.00 a.m. to transact the following business:-

AGENDA

- To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2015. **(Please refer to Explanatory Note (i))**
- To sanction the declaration of a single tier final dividend of 4.5 sen per share for the financial year ended 31 December 2015. **Resolution 1**
- To approve the payment of Directors' fees of RM84,000.00 for the financial year ended 31 December 2015. **Resolution 2**
- To re-elect the following Directors retire by rotation in accordance to Article 77 of the Company's Articles of Association and, being eligible, offered themselves for re-election:-
 - Chin Song Mooi **Resolution 3**
 - Chen Moi Kew **Resolution 4**
- To re-appoint Messrs Folks DFK & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS

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

- Ordinary Resolution**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **Resolution 6**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Notice is hereby given that the final dividend of 4.5 sen per share for the financial year ended 31 December 2015 under the single-tier system, if approved by the shareholders at the Twenty-Fourth Annual General Meeting, will be paid on 30 June 2016 to the shareholders whose names appear in the Record of Depositors on 2 June 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall qualify for the dividend entitlement only in respect of:

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on 2 June 2016 in respect of ordinary transfers; and
- shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

WONG WAI FOONG (MAICSA 7001358)

CHEN MOI KEW (MIA 6359)

NG HARN SHIN (MIA 22427)

Company Secretaries

Petaling Jaya

26 April 2016

NOTES:

- For the purpose of determining a member who shall be entitled to attend this Twenty-Fourth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 54(2) of the Company's Articles of Association and Section 34(l) of the Securities Industry (Central Depositories) Act 1991 of Malaysia to issue a General Meeting Record of Depositors as at 11 May 2016. Only a depositor whose name appears on the Record of Depositors as at 11 May 2016 shall be entitled to attend the said meeting and to speak or vote thereat.
- A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holding(s) to be represented by each proxy.
- Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Share Registrar of the Company, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes on Ordinary and Special Businesses:-

(i) Item 1 of the Agenda

This agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.

(ii) Resolution 6 – Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

Proposed Resolution 6 is a renewal of the Section 132D mandate obtained from the Shareholders of the Company at the previous Annual General Meeting and, if passed, will give the Directors of the Company, from the date of the above Meeting, authority to issue ordinary shares in the Company up to an amount not exceeding in total 10% of the nominal value of the issued and paid-up share capital of the Company for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for such other purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This authority will, unless revoked or varied by the Company in a General Meeting, expire at the next Annual General Meeting. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares to fund current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

On 8 April 2016, Mercury Securities Sdn Bhd on behalf of the Board of Directors of the Company, announced that the Company had on the same date entered into a Share Sale Agreement with Lee Pei Pei, Lee Chee Sian, Pok Jiun Lim and Oh Wei Wah to acquire the entire equity interest in Transform Master Sdn Bhd for a total purchase consideration of RM45.5 million. The purchase consideration is to be fully satisfied via cash payment of RM36.3 million and the issuance of 5,184,851 new ordinary shares of RM0.50 each in the Company at an issue price of RM1.7744 per share ("Consideration Shares").

The application to Bursa Malaysia Securities Berhad for the listing and quotation of the Consideration Shares had been submitted on 8 April 2016 and the approval of the same had been obtained on 15 April 2016. Pursuant thereto, the Consideration Shares will be listed on the Main Market of Bursa Malaysia Securities Berhad within the timeframe as stipulated in the abovementioned Share Sale Agreement.

The Consideration Shares will be issued in accordance with the general mandate pursuant to Section 132D of the Companies Act, 1965, which was obtained from the shareholders of the Company at its 23rd AGM convened on 29 May 2015 or in accordance to the renewal of the General Mandate to be obtained in the forthcoming 24th AGM, as the case may be.