

**LUXCHEM**  
**LUXCHEM CORPORATION BERHAD**  
Company No. 224414-D  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of the Company will be held at The Gallery, West Lobby, TPC Kuala Lumpur, 10, Jalan 1/70 D, Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan on 3 May 2019, Friday at 10.00 a.m. to transact the following business:

**A G E N D A**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM106,000.00 for the financial year ended 31 December 2018.
- To approve the payment of Directors' remuneration (excluding Directors' fee) to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM29,760.00 for the period from the Twenty-Seventh Annual General Meeting up to the date of the next annual general meeting of the Company.
- To re-elect the following Directors who are retiring by rotation in accordance with Article 77 of the Constitution of the Company and, who being eligible, offer themselves for re-election:
  - Chin Song Mui
  - Chen Moi Kew
- To appoint Messrs BDO PTL as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**As Special Business**

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

- RETENTION OF DATO' HAJI MOKHTAR BIN HAJI SAMAD AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"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 (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
- RETENTION OF CHAN WAN SIEW AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT approval be and is hereby given to Chan Wan Siew, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
- RETENTION OF AU CHUN CHOONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT approval be and is hereby given to Au Chun Choong, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**  
"THAT subject always to the Companies Act 2016 ("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 from time to time, at such price upon such terms and conditions and for such purposes and to such persons whatsoever as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued during the preceding 12 months 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 after the approval was given or at the expiry of the period within which the next Annual General Meeting 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."

**Ordinary Resolution 6**

**Ordinary Resolution 7**

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**10. PROPOSED AUTHORITY FOR SHARE BUY-BACK**

"THAT subject always to 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 interest of the Company provided that:

**Ordinary Resolution 10**

- 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
- 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:

- 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;
  - the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - 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:
- To cancel all or part of the Purchased Shares;
  - To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
  - To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
  - To resell all or part of the treasury shares;
  - 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;
  - To transfer all or part of the treasury shares as purchase consideration;
  - To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
  - To deal with the treasury shares in the manners as proposed 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 variations 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, revaluations, guarantees and/or amendments (if any) as may be imposed by the relevant authorities."

**11. PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION ("PROPOSED ALTERATION")**

**Special Resolution**

"THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix A attached to the Annual Report 2018 with effect from the date of passing this special resolution.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

By Order of the Board

**WONG WAI FOONG (MAICSA 7001358)**

**CHEN MOI KEW (MIA 6359)**

**NG HARN SHIN (MIA 22427)**

Company Secretaries

Petaling Jaya

4 April 2019

**Notes on the Appointment of Proxy:**

- For the purpose of determining a member who shall be entitled to attend this Twenty-Seventh Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 54(2) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 of Malaysia to issue a General Meeting Record of Depositors as at 30 April 2019. Only a depositor whose name appears on the Record of Depositors as at 30 April 2019 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 one (1) proxy or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, 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 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, 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 or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meetings, i.e. before 10.00 a.m. on 1 May 2019, Wednesday or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

**Explanatory Notes to Ordinary Business:**

**1. Item 1 of the Agenda – Receipt of Report and Audited Financial Statements**

Item 1 of the Agenda 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. Item 2 of the Agenda – Directors' Fees**

The Board of Directors, upon Remuneration Committee's recommendation, has reviewed the Directors' fees after taking into consideration time commitment and responsibilities of the respective Director. Payment of the Directors' fees for the financial year ended 31 December 2018 amounting to RM106,000.00 will be made by the Company if the proposed Ordinary Resolution 1 is passed in the forthcoming Annual General Meeting.

**3. Item 3 of the Agenda – Directors' Remuneration (excluding Directors' fee)**

Pursuant to Section 230(1) of the Act, Directors' remuneration (excluding Directors' fee) to the Non-Executive Chairman and Non-Executive Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is seeking shareholders' approval for the payment of Directors' benefits for the period from the Twenty-Seventh Annual General Meeting up to the date of the next Annual General Meeting of the Company. The details of the Directors' Remuneration can be found on Practice 7.1 of CG Report.

**Explanatory Notes to Special Business:**

**1. Ordinary Resolution 6 – Retention of Dato' Haji Mokhtar bin Haji Samad as Independent Non-Executive Director**

In line with Practice 4.2 of the Malaysian Code on Corporate Governance, the Nominating Committee has assessed the independence of Dato' Haji Mokhtar bin Haji Samad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for his continuing in office as Independent Non-Executive Directors are set out under the Corporate Governance Overview Statement in the Company's Annual Report 2018.

**2. Ordinary Resolution 7 – Retention of Chan Wan Siew as Independent Non-Executive Director**

In line with Practice 4.2 of the Malaysian Code on Corporate Governance, the Nominating Committee has assessed the independence of Chan Wan Siew, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for his continuing in office as Independent Non-Executive Directors are set out under the Corporate Governance Overview Statement in the Company's Annual Report 2018.

**3. Ordinary Resolution 8 – Retention of Au Chun Choong as Independent Non-Executive Director**

In line with Practice 4.2 of the Malaysian Code on Corporate Governance, the Nominating Committee has assessed the independence of Au Chun Choong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as an Independent Non-Executive Director of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for his continuing in office as Independent Non-Executive Directors are set out under the Corporate Governance Overview Statement in the Company's Annual Report 2018.

**4. Ordinary Resolution 9 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The proposed Ordinary Resolution 9 is a renewal of the previous year's general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The Ordinary Resolution, if passed, will empower the Directors of the Company, from the date of the Twenty-Seventh Annual General Meeting, to issue and allot new ordinary shares of the Company of up to ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless earlier revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The authority to issue shares pursuant to Sections 75 and 76 of the Act will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.

As at the date of this Notice, the Company did not issue any new shares pursuant to the general mandate granted to the Directors at the Twenty-Sixth Annual General Meeting of the Company held on 7 May 2018 and the mandate will lapse at the conclusion of the Twenty-Seventh Annual General Meeting. A renewal of this authority is being sought at the Twenty-Seventh Annual General Meeting.

**5. Ordinary Resolution 10 – Proposed Authority for Share Buy-Back**

The proposed Ordinary Resolution 10, if passed will empower the Company to purchase its own ordinary shares up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 4 April 2019 for further information.

**6. Special Resolution – Proposed Alteration**

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Act, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Securities and other provisions of laws and regulations that are applicable to the Company.

This proposed Special Resolution is required to be passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the Twenty-Seventh Annual General Meeting.

For further information on the Proposed Alteration, please refer to the Appendix A attached to the Annual Report 2018.